

Date: 20/05/2024

**NOTICE FOR THE (01/2024-25) MEETING OF THE BOARD OF DIRECTORS OF  
HOLMARC OPTO-MECHATRONICS LIMITED**

Notice is hereby given that a meeting of the Board of Directors of the Company shall be held as per following schedule:

**Date :** Tuesday, 28<sup>th</sup> day of May, 2024

**Time :** 12.00 P.M

**Venue:** Building No. 11/490, B 7, HMT Industrial Estate, Kalamassery, Kanayanoor  
Taluk, Ernakulam, Kerala-683503.

**Agenda for the Meeting:**

Sl. No	Agenda Items
1	To Elect the Chairman of the Meeting.
2	To Grant Leave of Absence, If Any.
3	To Record Presence of Quorum.
4	To Take Note of the Minutes of the Board meeting held on 04 <sup>th</sup> day of March, 2024.
5	To take note of the Minutes of the Meetings of the Committee.
6	To consider appointment of Chief Financial Officer.
7	To approve the Annual Financial Statements and consider the Draft Independent Audit Report for the financial year ended on 31 <sup>st</sup> March, 2024.
8	Publication of Audited Financial Results as on 31 <sup>st</sup> March 2024
9	To recommend Final Dividend.
10	To consider the Statement of utilization of issue proceeds.
11	To review Internal Audit Report for the months from December 2023 to March 2024



12	To consider approval of Annual Budget Report for the Financial Year 2024-25.
13	To take note of Stock Exchange compliances.
14	To consider action taken Report
15	To take note of related party transactions for the Quarter ended 31 <sup>st</sup> March, 2024.
16	To grant omnibus approval for Repetitive Related Party Transactions.
17	To take note of Declarations by Directors.
18	Review of Internal Control
19	Authorization for filing E Forms with ROC.
20	Any other item with the permission of chair.

The agenda notes for the meeting are enclosed herewith.

You are requested to make it convenient to attend the above meeting.

**FOR HOLMARC OPTO-MECHATRONICS LIMITED**

**JOLLY CYRIAC  
MANAGING DIRECTOR  
DIN: 00409364**

**BRIEF NOTE ON AGENDA ITEMS FOR THE (01/2024-25) MEETING OF BOARD OF DIRECTORS OF HOLMARC OPTO-MECHATRONICS LIMITED SCHEDULED TO BE HELD ON TUESDAY, THE 28<sup>TH</sup> DAY OF MAY 2024 AT 12.00 P.M AT THE REGISTERED OFFICE OF THE COMPANY AT BUILDING NO. 11/490, B 7, HMT INDUSTRIAL ESTATE, KALAMASSERY, KANAYANOR TALUK, ERNAKULAM, KERALA-683503.**

**1. To Elect the Chairman of the Meeting.**

The Board may elect the chairman of the meeting.

**2. To Grant Leave of Absence, If Any.**

Leave of absence may be granted to those directors who are not present in the meeting and request for leave of absence has been communicated.

**3. To Record Presence of Quorum.**

Chairman shall ensure that the requisite quorum is present throughout the meeting and record the same.

**4. To Take Note of the Minutes of the Board meeting held on 04<sup>th</sup> March, 2024.**

The minutes of the Board meeting held on Monday, 04<sup>th</sup> day of March, 2024 at the Registered Office of the Company were circulated to the directors, which is attached herewith as **Annexure A**. The Board may take note of the same and pass the following resolution:

**“RESOLVED THAT** the minutes of the meeting of the Board of directors of the Company held on Monday, 04<sup>th</sup> day of March, 2024, as placed before the Board be and is hereby confirmed as true record of the proceedings.”

**5. To Take note of the minutes of the Meetings of the Committee.**

Board may take note of the minutes of the following committee meetings, attached herewith as **Annexure B**, which were circulated and approved by members of the

respective committees:

- i. 3<sup>rd</sup> Audit Committee meeting held on Friday, 23<sup>rd</sup> day of February, 2024 at the Registered Office of the Company.
- ii. 2<sup>nd</sup> Nomination and Remuneration Committee meeting held on Friday, 23<sup>rd</sup> day of February, 2024 at the Registered Office of the Company.
- iii. 1<sup>st</sup> Stakeholder Relationship committee meeting held on Friday, 23<sup>rd</sup> day of February, 2024 at the Registered Office of the Company.

#### **6. To consider Appointment of Chief Financial Officer.**

Upon recommendation by the Nomination and Remuneration committee in their meeting to be held on 25<sup>th</sup> day of May 2024, board may consider the re-appointment of CFO since the tenure of Mr. Ishach Sainuddin as Chief Financial Officer of the Company has been expired with effect from 31<sup>st</sup> January, 2024. As per Section 203 of Companies Act, 2013, the vacancy of a Key Managerial Personnel shall be filled within six months from the date of such vacancy. Hence, it is proposed to designate Mr. Ishach Sainuddin (DIN: 00409402), Whole-time director of the Company as the CFO for a period of one year with effect from 25/05/2024. The approval of the Audit committee for the appointment of CFO is sought for in their meeting to be held on 25<sup>th</sup> day of May 2024.

It is proposed that the existing terms and conditions including his remuneration as whole-time director shall continue for his appointment as Chief Financial Officer, as may be varied by the Board from time to time.

Board may grant approval for the appointment of Chief Financial Officer and pass the following with or without modification(s):

**“RESOLVED THAT** pursuant to provisions of Section 2(19) and Section 203 read with Rules made thereunder and such other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and approved Nomination Remuneration committee, Mr. Ishach Sainuddin (DIN: 00409402), whole-time director be and is hereby designated as Chief Financial Officer of the Company with effect from **25<sup>th</sup> May, 2024**, for a period of one year, to perform the duties assigned to him by the Board of Directors from time to time on the existing terms and conditions (including remuneration) as the whole-time director of the Company, as may be varied by the Board from time to time.”

**“FURTHER RESOLVED THAT** Mr. Jolly Cyriac (DIN: 00409364), Managing Director be and is hereby authorized to do all such acts deeds and things as may be deemed necessary to give effect to the above resolution and to file necessary e-forms with the Registrar of Companies.”

**7. To approve the Annual Financial Statements and consider the Draft Independent Audit Report for the financial year ended on 31<sup>st</sup> March, 2024.**

The Board of Directors may consider the Draft Audited Financial Statements including Balance Sheet as at 31<sup>st</sup> March 2024, profit and loss Account for the financial year ended 31<sup>st</sup> March 2024 and the Cash Flow Statement of the Company together with schedules and notes forming part thereof for the said period is attached herewith as **Annexure C**.

The draft Independent Auditor's report submitted by M/s G Joseph and Associates, Chartered Accountants will be placed before the Board for review.

The Board may consider the approval of the Annual Financial Statement subject to the review of the Audit committee and thereafter pass the following resolutions:

**"RESOLVED THAT** the Annual Financial Statements including Balance Sheet as at 31<sup>st</sup> March 2024, profit and loss Account for the financial year ended 31<sup>st</sup> March 2024 and the Cash Flow Statement of the Company together with schedules and notes forming part thereof for the said period year be and is hereby considered and approved.

**RESOLVED FURTHER THAT** Mr. Jolly Cyriac (DIN: 00409364), Managing Director, Mr. Ishach Sainuddin (DIN: 00409402), Whole-time Director and Chief Financial Officer (*upon appointment*), Mr. G. Unnikrishna Kurup (DIN: 07622598), Whole-time Director and Ms. Parvathy V, Company Secretary of the Company be and are hereby authorized to sign the Financial Statements on behalf of the Board of directors in accordance with the provisions of Section 134(1) of the Act.

**RESOLVED FURTHER THAT** the Financial Statements as approved by the Board and authenticated by the persons authorized by the Board in this behalf be forwarded to Statutory Auditors of the Company for their report thereon.

**RESOLVED FURTHER THAT** Mr. Jolly Cyriac (DIN: 00409364), Managing Director, Mr. Ishach Sainuddin (DIN: 00409402), Whole-time Director and Chief Financial Officer (*upon appointment*), Mr. G. Unnikrishna Kurup (DIN: 07622598), Whole-time Director and Ms. Parvathy V, Company Secretary of the Company be and are hereby be and are hereby severally authorized to take all such steps and to do all such acts, deeds, matters and things as may deem necessary to give effect to the aforesaid resolutions."

**8. Publication of Audited Financial Results as on 31<sup>st</sup> March 2024**

Board may note that Regulation 33 of SEBI (LODR) Regulations, 2015 requires publication of half-yearly and Annual Financial Results along with Audit Report. The

Financial Results along with Audit Report for the Half Year and Financial year ended 31<sup>st</sup> March 2024 will be placed before the Board. The Chief financial officer, upon his appointment, shall certify that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading and shall place the same before the Board. After consideration, Board may pass the following resolutions:

**“RESOLVED FURTHER THAT** the Audited Financial Results along with Audit Report for the Half year and Financial year ended March 31<sup>st</sup>, 2024 be and are hereby approved and Mr. Jolly Cyriac (DIN: 00409364), Managing Director, be and is hereby authorized for signing the same and complying with Stock Exchange formalities.”

#### **9. To Recommend Final Dividend**

It is proposed to pay a final dividend of Rs. 0.4 per share as final dividend for the financial year 2023-24. Board may consider the same and recommend the payment of final dividend in the ensuing Annual General Meeting.

**“RESOLVED THAT** subject to the approval of the Shareholders of the Company at the ensuing Annual General Meeting, the consent of the Board of Directors of the Company be and is hereby accorded to recommend a Dividend of INR. 0.4/- per equity share of the face value of INR 10/- each, for the Financial Year ended 31<sup>st</sup> March 2024, and that the said dividend will be paid, to the respective Shareholders within 30 days of such approval of the Shareholders, whose names will be appearing on the Register of Members as on the date of Book Closure.”

**“RESOLVED FURTHER THAT** Mr. Jolly Cyriac (DIN: 00409364), Managing Director, Mr. Ishach Sainuddin (DIN: 00409402), Whole-time Director and Chief Financial Officer (*upon appointment*), Mr. G. Unnikrishna Kurup (DIN: 07622598), Whole-time Director and Ms. Parvathy V, Company Secretary of the Company be and are hereby severally authorised to sign the necessary forms and documents for the purpose of the opening of the bank account for and on behalf of the Company for the purpose of remittance of dividends to all the eligible shareholders and to do all such acts, deed and things as may be necessary to give effects to the foregoing resolutions.”

#### **10. To consider Statement of utilization of issue proceeds**

The statement of deviation or variation in use of proceeds from IPO pursuant to Regulation 32 of SEBI (LODR), Regulations 2015 for the half-year ended 31<sup>st</sup> March, 2024 to be submitted to the stock exchange is attached herewith as **Annexure D1**:

The Board shall review the same and comment on the same, if necessary.

The detailed statement of expenditure of IPO funds as on 31<sup>st</sup> March 2024 is attached herewith as **Annexure D2**.

**11. To review Internal Audit Report for the months of December 2023 to March 2024.**

Internal audit report for the months of December 2023 to March 2024, as received from M/s Joseph & Co, Chartered Accountants is attached herewith as **Annexure E**. Board may kindly take on record the same and discuss on the observations, if any and recommendations of Audit committee.

**12. To consider approval of Annual Budget for the Financial Year 2024-25.**

The Board may consider the Annual Budget for the Financial Year 2024-25 attached as **Annexure F**. Board may take on record the same and discuss.

**13. To take note of Stock Exchange Compliances**

The Members of the Board are hereby informed that being a listed entity our Company has to comply with various provisions of the SEBI Regulations. The Board is requested to:

**a) To take on record Share Holding Pattern of the Company pursuant to Regulation 31 of the SEBI (LODR) Regulations 2015 for the half-year ended March 31<sup>st</sup>, 2024.**

The Board may take note of the Share Holding Pattern of the Company pursuant to Regulation 31 of the SEBI (LODR), Regulations 2015 for the half year ended March 31<sup>st</sup>, 2024, along with the proof of submission of the same in the stock exchange, attached herewith as **Annexure G<sub>1</sub>**.

**b) To take on record Reconciliation of Share Capital Audit Report for the Quarter ended on 31<sup>st</sup> March, 2024 pursuant to Regulation 76(1) of SEBI (Depositories and Participants) Regulations, 2018.**

As required under Regulation 76 (1) of SEBI (Depositories and Participants) Regulations, 2018, the Company has obtained a certificate from M/s SVJS & Associates, Practising Company Secretaries for the Quarter ended, 31<sup>st</sup> March, 2024 and submitted the same to the stock exchange(s). The certificate, along with the proof of submission of the same in the stock exchange is attached herewith as **Annexure G<sub>2</sub>**.

The Board is requested to take note of the same.

**c. To take on record Statement of Investor Complaints pursuant to Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the Quarter ended on 31<sup>st</sup> March, 2024.**

The Board may take note of the Statement of Investor Complaints pursuant to Regulation 13(3) of the SEBI (LODR) Regulations, 2015 for the Quarter ended March 31<sup>st</sup>, 2024. The statement, along with the proof of submission of the same in the stock exchange is attached herewith as **Annexure G<sub>3</sub>**.

**d. To take on record Certificate under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 for the Q ended March 31<sup>st</sup>, 2024.**

The Board is requested to take note of the Certificate pursuant to the Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2015, submitted to the stock exchange w.r.t non-applicability of surrender of physical share certificates for the Quarter ended 31<sup>st</sup> March 2024. The Certificate, along with the proof of submission of the same in the stock exchange is attached herewith as **Annexure G<sub>4</sub>**.

**e. To take on record, intimation to Stock Exchange regarding Closure of Trading Window**

The Board is requested to take note of the intimation to Stock Exchange regarding Closure of trading window pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. The intimation along with the proof of submission of the same in the stock exchange is attached herewith as **Annexure G<sub>5</sub>**.

**f. To take on record Declaration of Non-Applicability of Corporate Governance.**

The Board is requested to take note of the Declaration to Stock Exchange regarding Non-Applicability of Corporate Governance pursuant to SEBI (Listing obligations and Disclosure requirements) Regulations, 2015. The Company has obtained a certificate from M/s SVJS & Associates, Practising Company Secretaries for the year ended, 31<sup>st</sup> March, 2024. The Certificate along with the proof of submission of the same in the stock exchange is attached herewith as **Annexure G<sub>6</sub>**.

**g. To take on record Certificate under Regulation 7(3) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31<sup>st</sup> March, 2024.**

The Board is requested to take note of the Certificate pursuant to the Regulation 7(3) of the SEBI (Listing obligations and Disclosure requirements) Regulations, 2015, submitted to the stock exchange w.r.t Share Transfer facility. The Company has obtained certificate from M/s. Cameo Corporate Services Limited, Share Transfer Agent for the financial year



ended 31<sup>st</sup> March, 2024. The Certificate, along with the proof of submission of the same in the stock exchange is attached herewith as **Annexure G<sub>7</sub>**.

**h. To take on record Disclosure in Compliance with Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.**

The Board is requested to take note of the Declaration by Promoters pursuant to the Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, submitted to the stock exchange w.r.t Non- encumbrance of Shares. The Company has obtained declarations from Promoters, Mr. Jolly Cyriac and Mr. Ishach Sainuddin for the financial year ended 31<sup>st</sup> March, 2024 and submitted to the Audit committee and Stock Exchange. The Declarations, along with the proof of submission of the same in the stock exchange is attached herewith as **Annexure G<sub>8</sub>**.

**i. To take on record Certificate under Regulation 40(9) of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015 for the financial year ended 31<sup>st</sup> March, 2024.**

As required under Regulation 40 (9) of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015, the Company has obtained a certificate from M/s SVJS & Associates, Practising Company Secretaries for the financial year ended, 31<sup>st</sup> March, 2024 and submitted the same to the stock exchange(s). The certificate, along with the proof of submission of the same in the stock exchange is attached herewith as **Annexure G<sub>9</sub>**.

The Board is requested to take note of the same.

**14. To consider the Action Taken Report**

Sl No.	Particulars	Action Taken
01	Implementation of Enterprise Resource Planning (ERP) software for core functions in the first phase and to expand the same later.	Company has initiated steps to develop in-house ERP software for core functions.
02	To present Annual Budget for the financial year 2024-25	Budget is included in the Agenda.

**15. To take note of Related Party Transactions for the Quarter ended 31<sup>st</sup> March, 2024.**

The Members are required to review, consider and take note of the following transactions entered into by the Company with related parties for the Quarter ended 31<sup>st</sup> March, 2024:

1	Name of the related party	M/s Cyriac and Cyriac	IHits Technologies Private Limited
2	Nature of Relationship	A firm, in which a director's Relative is a partner.	An entity in which a director's relative is a director.
3	Nature of transaction	Legal Retainership fee	Availing Human Resource Management Software Services and implementation of the same.
4	Amount of Transaction	Rs. 75,000	Rs.1,08,000 (with retrospective effect from 01 <sup>st</sup> October 2023)
5	Date of Approval by the Board	13/11/2023	04/03/2024
6	Interested Directors	Mr. Jolly Cyriac Ms. Jaya Jolly	Mr. Jolly Cyriac Ms. Jaya Jolly

**16. To grant Omnibus Approval for Repetitive Related Party Transactions.**

Board may note that in accordance with the provisions of Section 177 read with Section 188 of the Companies Act, 2013 and applicable regulations of SEBI (LODR) Regulations, 2015 and the Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions approved by the Board of Directors, the Company hereby proposes Omnibus approval to the transactions which are in repetitive nature for the FY 2024-25 subject to the approval of Audit committee in their meeting to be held on 25-05-2024. The board may note that the Company is proposing to enter into following related party transactions:

1	<b>Name of the related party</b>	IHits Technologies Private Limited	M/s. Cyriac and Cyriac
2	<b>Nature of Relationship</b>	An entity in which a director's relative is a director.	A firm, in which a director's relative is a partner.
3	<b>Nature of transaction</b>	Availing of Human Resource Management Software Services	Availing of legal Services.

4	<b>Duration of Transaction</b>	Till 31-03-2025	Termination upon notice
5	<b>Particulars of the contract or arrangement</b>	Availing Human Resource Management Software Services and implementation of the same.	Legal Retainership services.
6	<b>Material terms of the Contract or arrangement including any value if any;</b>	Availing Human Resource Management Software Services and implementation of the same for which Rs.18,000/- per month is to be paid as mutually agreed.	Legal services on litigation and non-litigation matters including obtaining legal opinion, vetting of agreement/contract and carrying out quarterly inspections to ensure statutory compliances on a monthly fee of Rs. 25,000/- per month.
7	<b>Any advance paid or received for the contract or arrangement</b>	Nil	Nil
8	<b>Maximum Amount of transaction</b>	Rs. 18,000/- per month plus applicable taxes, if any.	Rs. 25,000/- per month plus applicable taxes, if any.
9	<b>The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract</b>	The pricing is commensurate with the rates prevalent in the market for such services.	The pricing is commensurate with the rates prevalent in the market for such services.
10	<b>Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the</b>	Yes	Yes

	<b>rationale for not considering those factors</b>		
11	<b>Interested Directors</b>	Mr. Jolly Cyriac and Ms. Jaya Jolly	Mr. Jolly Cyriac and Ms. Jaya Jolly

The Omnibus approval will be valid for the period of one financial year and shall not exceed the amount as discussed and approved by the Board, subject to the Quarterly review of Audit Committee.

Board may further note that the aforesaid transactions do not exceed the threshold specified under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 and hence approval of shareholders is not required.

The Board may consider granting omnibus approval for the aforesaid transactions upon recommendation of Audit committee and pass the following with or without modification(s):

**“RESOLVED THAT** pursuant to the provisions of Section 2(76), 177, 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules made thereunder (including any modifications and re-enactment thereof) and applicable regulations of SEBI (LODR) Regulations, 2015 and the Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions and recommendation of the Audit committee, the Board hereby grants omnibus approval for the aforesaid transactions proposed to be entered into by the Company with related parties for a period of one year.”

**“RESOLVED FURTHER THAT** Mr. G Unnikrishna Kurup, Whole-time Director (DIN: 07622598) and Ms. Parvathy V, Company Secretary be and are hereby authorized to and do all such acts, deeds, matters and things as may be necessary to execute necessary agreements/contracts/documents, if any, to give effect to the foregoing resolution including sub- delegation of powers to any officers of the Company and to do all such acts, deeds and things, as may be deemed necessary.”

**17. To take note of Declarations by Directors.**

Board may note the following Disclosures/Declarations received from the Directors attached as **Annexure H**:

- i) Declaration of Disclosure of Interest in form MBP -1 from all Directors.
- ii) List of relatives from all Directors.
- iii) Declaration of Non-Disqualification under Section 164 (2) of Companies Act, 2013 in Form Dir-8 from all Directors.
- iv) General Declaration from all Directors ensuring compliance of Company's policies and code of conducts.
- v) Declarations of Independence from the Independent Directors.

The Board may take note of the said declarations and pass the following resolutions:

**"RESOLVED THAT** the Declarations received from the directors for the financial year 2024-25 as placed before the Board be and is hereby noted and taken on record and Ms. Parvathy V, Company Secretary be and is hereby authorized to do all such acts, deeds and things, as may be deemed necessary in this regard."

## **18. Review of Internal Control**

### **i. To consider Report by Compliance officer with respect to trading by Designated Persons and compliance of Code of Conduct to regulate, monitor and report trading by designated persons.**

Members may note that Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as per Regulation 9(1) and Schedule C, The Compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee at such frequency as may be stipulated by the board of directors of the organization but not less than once in a year regarding code of conduct and trading by Designated Persons.

The Designated Persons of our company has not traded or acquired shares or does not hold shares of our company other than existing shareholding. Therefore, trading details of Designated Persons to be reported is NIL.

### **ii. Report on Structured Digital Database (SDD)**

Pursuant to Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015, our company maintains a structured digital database containing information regarding unpublished price sensitive information and the names of such persons who have shared the information such as designated persons, insiders, informants and recipients. Our company maintains the record electronically via a software.

The details of designated persons are attached as **Annexure I1**.

The details of insiders are attached as **Annexure I2**.

Company Secretary has certified and informed stock exchange regarding Compliance of Structured Digital Database for the Quarter ended 31<sup>st</sup> March, 2024. The Compliance certificate filed to stock exchange, along with acknowledgement is attached as **Annexure I3**.

### **iii. Vigil Mechanism**

Our Company has formulated Whistle blower policy which helps stakeholders to report misconduct or any other reportable matter concerning the company and it gives protection to the stakeholders from any form of retaliation or adverse action due to disclosure by them.

During the Financial Year 2023-2024 our company has not received any complaints from whistle blowers regarding any matter concerning our Company. Therefore, whistle blowing details to be reported is NIL.

### **iv. List of Related Parties**

Following are the list of related parties of promoters:

#### **Private Limited Company:**

1. Greentreat Machines Private Limited (Investment by Mr. Jolly Cyriac and Mr. Ishach Sainuddin)
2. Crystal Dairy Private Limited (Company owned by brother of Mr. Ishach Sainuddin)
3. IHITS Technologies Private Limited (Company brother by relative of Mr. Jolly Cyriac)
4. SL Soft and Legal Private Limited (Company brother by relative of Mr. Jolly Cyriac)

#### **Partnership Firm:**

5. M/s. Cyriac and Cyriac, Legal Firm (Brothers of Mr. Jolly Cyriac are partners)

#### **Proprietorship Firm:**

6. M/s. Footwear Shop (Owned by brother of Mr. Ishach Sainuddin)
7. M/s. Labqi Granites (Owned by brother of Mr. Ishach Sainuddin)

## **19. Authorization for filing e-forms with ROC.**

The Board may authorize Mr. Jolly Cyriac (DIN: 00409364), Managing Director, Mr. Ishach Sainuddin (DIN: 00409402), Whole-time Director and Ms. Parvathy V, Company Secretary

of the company for filing various E Forms with the Registrar of Companies and the Board may pass the following resolution:

**“RESOLVED THAT** Mr. Jolly Cyriac (DIN: 00409364), Managing Director, Mr. Ishach Sainuddin (DIN: 00409402), Whole-time Director and Ms. Parvathy V, Company Secretary of the company of the Company be and are hereby severally authorized for digitally signing all the e-forms as may be required be filed with the Registrar of Companies.”

**20. Any other Item with the Permission of Chair.**

Board may, with the permission of chair and with the consent of majority of directors present, consider any additional items in the meeting.

**Vote of Thanks**

**FOR HOLMARC OPTO-MECHATRONICS LIMITED**

**JOLLY CYRIAC  
MANAGING DIRECTOR  
DIN: 00409364**