



## **OTCO INTERNATIONAL LIMITED**

CIN : L17114KA2001PLC028611

Registered Office : #139, Gurumurthy Bhavan, Infantry Road, Bengaluru - 560001. Karnataka, India.

Phone : +91-80-25580971, +919003003709

Email : info@otcointernational.in, Website : www.otcointernational.in

### **NOTICE**

NOTICE is hereby given that the First Extraordinary General Meeting of the members of OTCO INTERNATIONAL LTD, for Financial year 2015-16, will be held on Monday, the 7th December 2015 at 10.00 AM at ISTD – Chennai Chapter, Indian Society for Training & Development, Chateau D’Ampa, IVth Floor, No.37, Nelson Manickam Road, Aminjikarai, Chennai - 600029, India, to transact the following business:

#### **SPECIAL BUSINESS**

#### **ITEM NO. 1 – RECLASSIFICATION OF SHAREHOLDING PATTERN SUBSEQUENT TO OPEN OFFER**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members of the Company be and is hereby accorded for reclassifying the existing shareholding pattern by inducting Mr. Pradeep Kumar Panda as apart of promoter group of the company, as per clause 35 of listing agreement entered with BSE Limited and within the meaning and definition of “promoter” as defined in SEBI (SAST) Regulations, 2011 as amended in replacement of existing promoters consequent upon acquisition of full shareholding by Mr. Pradeep Kumar Panda from existing promoters in terms of Open Offer under regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 as amended for substantial acquisition of shares and control over management of company and further the existing promoters will not hold any Key Managerial Position in the Company.”

FURTHER RESOLVED THAT the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

#### **ITEM NO.2: REGULARISATION OF APPOINTMENT OF MR.SHAINÉ SUNNY MUNDAPLAKKAL AS A DIRECTOR LIABLE FOR RETIREMENT BY ROTATION.**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Shaine Sunny Mundaplakkal (DIN 06429415) who was appointed as an additional director with effect from 28/10/2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and eligible to hold office till the ensuing Annual General Meeting and has lodged his notice of candidature under Sec 160 of the Companies

Act, 2013 along with the requisite deposit, be and is hereby appointed as a DIRECTOR, liable for retirement by rotation, for a period of five years”.

FURTHER RESOLVED THAT the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

**ITEM NO 3: APPOINTMENT OF MR. SHAINÉ SUNNY MUNDAPLAKKAL AS WHOLE TIME DIRECTOR OF THE COMPANY.**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Special Resolution:

RESOLVED THAT pursuant to Sections 196,197, 198 and 203 read with Schedule V and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications, enactments, or re-enactments, thereof for the time being in force), consent of the Company be and is hereby accorded for the appointment of Mr. Shaine Sunny Mundaplakkal (DIN 06429415) as a Whole Time Director of the Company on a remuneration of Rs. 23,000/- (Rupees twenty three thousand only) per month plus leave encashment and bonus facilities, for a period of five years with effect from 28<sup>th</sup> October, 2015.

RESOLVED FURTHER THAT the aggregate of remuneration paid/payable to Mr. Shaine Sunny Mundaplakkal as above shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT during the tenure of his appointment Mr. Shaine Sunny Mundaplakkal, whole time director shall be liable to retire by rotation and shall perform all such duties as are entrusted to him from time to time and subject to the supervision and control of the Board of Directors.

RESOLVED FURTHER THAT the Board of directors be and are hereby authorized to vary, increase or enhance the scope of remuneration in accordance with provisions regarding payment of managerial remuneration under the Companies Act, 2013.

FURTHER RESOLVED THAT the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

**ITEM NO 4: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION**

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:-

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions,

amendments or modifications, the Board of Directors (hereinafter referred to as “the Board”, which term shall include any of its duly authorised Committees or one or more Directors) is authorised to accept as it may deem fit, the existing set of Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association, and the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company.

FURTHER RESOLVED THAT the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

**Place:** Bengaluru  
**Date:** 28.10.2015

By the order of the Board of Directors  
For OTCO International Limited  
Sd/-  
Manish Chetani  
Company Secretary & Compliance Officer

Notes :

1. A member entitled to attend and vote at this extra ordinary general meeting is entitled to appoint one or more proxies to attend and vote instead of himself / herself and the proxy need not be a member of the company. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or shareholder.

The proxy form should be lodged with the company at least 48 hours before the scheduled commencement of the meeting.

Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's signature may also be furnished in the Proxy Form, for identification purposes.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of details relating to Special Business is attached herewith.
3. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send a certified copy of the Board resolution authorising such representative(s) to attend and vote on their behalf at the Meeting.
4. Members are requested to bring the Extraordinary General Meeting Notice for their reference at the meeting. Admission Slip duly filled in shall be handed over at the entrance to the meeting hall.
5. Members, who hold shares in dematerialised form, are requested to quote Depository Account Number (Client ID No.) for recording of attendance at the meeting.
6. Electronic mode of the Notice of the Extra Ordinary General Meeting of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the Notice of the Extra

Ordinary General Meeting of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

7. Members may also note that the Notice of the EGM will also be available on the Company's website [www.otcinternational.in](http://www.otcinternational.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Bengaluru for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor e-mail ID: [info@otcinternational.in](mailto:info@otcinternational.in)
8. Voting through electronic means:
  - (I) In compliance with provisions of Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended as on date read with Clause 35B of the Listing Agreement, the Company is pleased to provide Members facility to exercise their right to vote at the Extra Ordinary General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL):

"Electronic voting system" means a secured system based process of display of electronic ballots, recording of votes of the Members and the number of votes polled in favour or against, in such a manner that the entire voting exercised by way of electronic means gets registered and counted in an electronic registry in a centralised server with adequate cyber security.

"Remote e-voting" means the facility of casting votes by a Member using an electronic voting system from a place other than venue of a general meeting.
  - (II) The facility for voting, through ballot paper shall be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
  - (III) The "cut-off date" for determining the eligibility for voting either through electronic voting system or ballot is fixed as 30<sup>th</sup> November, 2015.
9. Any member, who has already exercised his votes through Remote e-voting, may attend the Meeting but is prohibited to vote at the Meeting and his vote, if any, cast at the Meeting shall be treated as invalid.
10. Mr. Rajesh Agrawal, Partner, M/s. Rajesh Agrawal & Associates, Bengaluru has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
11. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour of, or against, if any, forthwith to the Chairman of the Company.
12. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.otcinternational.in](http://www.otcinternational.in) within two days of passing of the resolutions at the Extraordinary General Meeting of the Company and communicated to BSE Limited.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company / Integrated Enterprises (India) Limited (R&TA), for consolidation into a single folio.
14. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 07<sup>th</sup> December, 2015.
15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Reports and other communications through electronic

mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same by submitting a duly filled-in 'E-communication Registration Form' available on the website of the Company [www.otcinternational.in](http://www.otcinternational.in) to M/s. Integrated Enterprises (India) Ltd or Investor Service Department of the Company. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number(PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Integrated Enterprises (India) Limited (R&TA), #30, Ramana Residency, 4<sup>th</sup> Cross Street, Sampige road, Melleswaram, Bengaluru-560 003,Karnataka.

The e-voting period commences on Friday, 4<sup>th</sup> December 2015 at 9.00 a.m. and ends on Sunday, 6<sup>th</sup> December, 2015 at 5.00 p.m. The remote e-voting module shall be disabled by CDSL for voting thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e., 30<sup>th</sup> November 2015, shall be entitled to avail the facility of remote e-voting.

## PROCEDURE FOR REMOTE E-VOTING

I. The Company has entered into an arrangement with Central Depository Services (India) Limited ("CDSL") for facilitating remote e-voting for Extraordinary General Meeting. The instructions for remote e-voting are as under:

### (a) In case of Members receiving an e-mail from CDSL:

**The instructions for shareholders voting electronically are as under:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said

	demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for OTCO International Limited to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) Above to cast vote.
- (B) The voting period begins on Friday, 4<sup>th</sup> December 2015 at 9.00 a.m. and ends on Sunday, 6<sup>th</sup> December, 2015 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 30<sup>th</sup> November, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## ANNEXURE TO NOTICE

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

#### **Item No. 1 RECLASSIFICATION OF SHAREHOLDING PATTERN SUBSEQUENT TO OPEN OFFER**

Mr Pradeep Kumar Panda has acquired entire shareholding of Promoters and has triggered Open Offer under regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 as amended for substantial acquisition of shares and control over management of company. The Open Offer was from 28-9-2015 to 12-10-15 and post Open Offer Mr Pradeep Kumar Panda has acquired 52.04% of total paid up capital of the company and has also acquired control over the affairs and management of company and is desirous of classifying himself as the sole promoter of the company's per clause 35 of listing agreement entered with BSE Limited and within the meaning and definition of "promoter" as defined in SEBI (SAST) Regulations, 2011 as amended

Now as per regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, reclassification of promoter pursuant to open offer may be permitted subject to approval of shareholders in the general meeting. Accordingly a resolution has been brought now seeking members approval for change in the promoters and its classification in the share holding pattern of the company.

Post this acquisition , existing promoters shareholding in the company has become to nil and they are not holding any Key Managerial Position in the Company.

None of the Directors / Key Managerial Personnel of the Company/their relatives in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in Item No.1 of the notice.

#### **ITEM No. 2 & 3: REGULARISATION OF APPOINTMENT OF MR.SHAINE SUNNY MUNDAPLAKKAL AS A DIRECTOR AND AS WHOLE TIME DIRECTOR LIABLE TO RETIRE BY ROTATION**

Mr. Shaine Sunny Mundaplakka1 who was an independent director of the company, resigned from his post on 28<sup>th</sup> October 2015, as the company wanted to use his services as a whole-time director considering his past services and knowledge in the company and to keep continuity in Management of the company. He was therefore appointed as an Additional Director by the Board on 28<sup>th</sup> October 2015.

In terms of Section 161(1) of the Companies Act, 2013 and the Company's Articles of Association, Mr. Shaine Sunny Mundaplakka1 holds office as Director only till the date of the forth coming Annual General Meeting. Therefore for continuing his directorship, his appointment has to be regularized through the general meeting and therefore a resolution to appoint him as a director liable for rotation has to be passed in the general meeting. Mr. Shaine Sunny Mundaplakka1 has tendered his notice of candidature with the company as required under section 160 of the Act along with necessary deposit, signifying his intention for the office of Director.

By ItemNo.3, He was appointed as a whole-time director of the company w.e.f.28/10/2015 by the Board subject to the approval of the members of the company.

The main terms and conditions relating to the appointment of Mr. Shaine Sunny Mundaplakka1 as the Whole-time director(WTD) are as follows:

- 1. Period:** for a period of five years from 28th October, 2015 to 27th October, 2020
- 2. Nature of Duties:**

The WTD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time.

**3. A. Remuneration:**

- a. Salary : Rs.23,000/- per month, plus leave encashment and bonus facilities;
- b. Bonus and leave encashments and other Benefits, perquisites etc will be as determined by the Board from time to time.

**B. Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of WTD, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, bonus and leave encashment as approved by the Board and to the extent permitted under the Act.

**4.**

- i. The terms and conditions of his appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed to between the Board and him, subject to such approvals as may be required.
- ii. The appointment may be terminated by either party by giving to the other party two months' notice of such termination or the Company paying two months' remuneration in lieu thereof.
- iii. The employment of the WTD may be terminated by the Company without notice or payment in lieu of notice:
  - a. If the WTD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or joint venture company or associated company to which he is required by the Agreement to render services; or
  - b. In the event of any serious repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations contained in the agreement to be executed between the Company and him; or
  - c. In the event the Board expresses its loss of confidence in him.
- iv. The WTD is being appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 167(1)(h) of the Act. He shall be liable to retire by rotation and his continuance as WTD is subject to getting reappointed On retirement from time to time..
- v. The terms and conditions of appointment of WTD also include clauses pertaining to adherence to the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

Mr. Shaine Sunny Mundaplakkal is interested and concerned in the Resolutions mentioned at Item No. 2 & 3 of the Notice to the extent of remuneration payable to him by the company. Other than Mr. Shaine Sunny Mundaplakkal, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item Nos. 2 & 3 of the Notice.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the approval of the Members is sought for the appointment and terms of remuneration of Mr. Shaine Sunny Mundaplakkal as WTD as set out above.

The Resolution regarding the appointment of the WTD at Item No. 3 is commended for approval by the Members.

**ITEM NO 4: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION**

The existing Articles of Association of the Company, is in accordance with the Companies Act, 1956 and several regulations in the existing Articles of Association contain references to specific sections of the Companies Act, 1956 and some regulations in the existing Articles of Association are no longer in conformity with the new Companies Act, 2013. With the applicability of the most of the sections of the Companies Act, 2013 pursuant to the notifications of Ministry of Corporate Affairs dated September 12, 2013 and March 26, 2014, several regulations of the existing Articles of Association of the Company requires alteration / deletion of several Articles. Hence it is considered expedient to replace the existing Articles of Association by new set of Articles are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares. A copy of existing and proposed Articles of Association would be available for inspection by



the members at the registered office of the company during normal business hours on any working day between 2.00 p.m. to 4.00 p.m. excluding Saturday.

The proposed new draft Articles of Association is being uploaded on the Company's website i.e. [www.otcointernational.in](http://www.otcointernational.in), for perusal by the shareholders.

The approval of shareholders of the Company is required by way of a special resolution for the proposed alteration(s) in the Articles of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company/their relatives in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in Item No.4 of the notice.

Bengaluru  
Date : 28.10.2015

By Order of the Board  
Manish Chetani  
Company Secretary & Compliance Officer

### ROUTE MAP FOR VENUE



OTCO INTERNATIONAL LIMITED

CIN: - L17114KA2001PLC028611,

Registered Office : #139, Gurumurthy Bhavan, Infantry Road, Bengaluru - 560001. Karnataka, India.

Phone : +91-80-25580971, +919003003709

Email : info@otcointernational.in,Website : www.otcointernational.in

PROXY FORM
(Form No.MGT-11)

[ Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Table with 2 columns and 6 rows: Name:-, Address:-, Folio No., DP ID, Client ID, No. of Shares

I / We being the Member(s) of ..... Shares @Rs.10 each of the above named Company hereby appoint

1.Name.....email id;.....

Address;-..... signature;-.....

2. Name.....email id;.....

Address;-..... signature;-.....

3. Name.....email id;.....

Address;-..... signature;-.....

As am/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 01st Extraordinary general meeting of the Company to be held at ISTD - Chennai Chapter, Indian Society for Training & Development, Chateau D'Ampa, IVth Floor, No.37, Nelson Manickam Road, Aminjikarai, Chennai - 600029, India at 10.00 A.M. on Monday, 07th December,2015 and at any adjournment thereof in respect of resolutions as are indicated overleaf.

Signed this.....day of .....2015

Name:.....Address :.....

Affix
Rs.1/-
Revenue
stamp

Signature of Proxy

Signature

Note;- This Form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting .the proxy need not be a member of the Company.

**Form No. MGT-12**

**Polling Paper**

[Pursuant to Section 109(5) of the Companies Act 2013 and Rule 21(1)(c) of the Companies ( Management and Administration ) Rules, 2014]

**BALLOT PAPER**

Sl No.	Particulars	Details
1.	Name of the First Named Share holder ( in Block Letters):-	
2.	Postal Address:-	
3.	Registered Folio No. / Client ID No. (Applicable to investors holding shares in dematerialized form)	
4.	Class of Shares	

I hereby exercise my vote in respect of Ordinary / Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner :

Item No	Details	Assent(for)	Decent(against)
	Special Business		
1.	Reclassification of shareholding pattern subsequent to open offer		
2.	Regularisation of appointment of Mr. Shaine Sunny Mundaplakkal as a director liable for retirement by rotation		
3.	Appointment of Mr. Shaine Sunny Mundaplakkal as whole time director of the company.		
4.	Adoption of new set of articles of association		

Place :

Signature of the Shareholder

Date :

*LEFT BLANK INTENTIONALLY*