

Date: 26.06.2018

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

Dear Sirs,

**Ref: OTCO International Limited (Scrip Code: 523151)**

**Subject: Declaration of voting results of Postal Ballot pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed voting results of the Postal Ballot including e-voting conducted by the company in respect of postal ballot notice dated 15.05.2018.

We also enclose the scrutinizer report containing the results on the above for your information and records.

The resolutions were passed with requisite majority.

Thanking you,

Yours faithfully,

For OTCO International Limited

*Deepak Kumar Dash*  
Deepak Kumar Dash  
Company Secretary & Compliance officer



**OTCO INTERNATIONAL LIMITED - POSTAL BALLOT - VOTING RESULTS**

[Disclosure as per Regulation 44 of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]]

Date of Postal Ballot:								
(a) Date of Postal Ballot Notice: Tuesday, 15th May, 2018								
(b) Date of Declaration of result passed through Postal Ballot including e-voting Tuesday, 26th June, 2018								
Total number of shareholders as on Cut Off date (i.e., 18.05.2018) 809								
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and promoters group :								
Public : N.A								
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and promoters group :								
Public : N.A								
No of Resolution passed through Postal Ballot 2								
<b>AGENDA WISE</b>								
<b>Resolution 1 - Sub-division of Equity Shares from the face Value of Rs. 10/- Per share to face Value of Rs. 2/- Per share.</b>								
Resolution Required : (Ordinary / Special)							<b>Ordinary Resolution</b>	
Whether promoter/ promoter group are interested in the agenda/ resolution?							No	
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1924817	1894723	98.43	1894723	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		30094	1.57	30094	0	100.00	0.00
	Total		1924817	1924817	100.00	1924817	0	100.00
Public-Institutions	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00



Public-Non Institutions	E-voting	668807	321817	48.11	321817	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		612	0.09	612.00	0.00	100.00	0.00
	Total		668807	322429	48.20	322429	0	100.0000
Total		2593624	2247246	86.64	2247246	0	100.0000	0.0000

Resolution 2 - Alteration of Capital Clause of Memorandum of Association of the Company								
Resolution required: (Ordinary/ Special)							Ordinary Resolution	
Whether promoter/ promoter group are interested in the agenda/ resolution?							No	
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1924817	1894723	98.43	1894723	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		30094	1.57	30094	0	100.00	0.00
	Total		1924817	1924817	100.00	1924817	0	100.00
Public-Institutions	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
Public-Non Institutions	E-voting	668807	321817	48.11	321817	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		612	0.09	612.00	0.00	100.00	0.00
	Total		668807	322429	48.20	322429	0	100.0000
Total		2593624	2247246	86.64	2247246	0	100.0000	0.0000

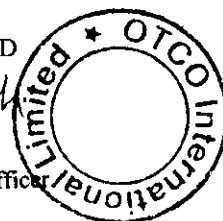
As per the Scrutinizer's Report on e-voting and Postal Ballot on item No.1 and Item No.2 of the Notice of postal Ballot, all resolutions were passed with requisite majority.

For OTCO INTERNATIONAL LIMITED

Deepak Kumar Dash

Deepak Kumar Dash

Company Secretary and Compliance Officer





# Rajesh Agrawal & Associates

Practicing Company Secretaries

2nd Floor, Kwaliti Cables Building, 4th Main, Konena Agrahara,  
Behind Syndicate Bank, HAL Airport Road, Bengaluru – 560017

Tel.: 080-41102132 Cell: 8792451192 Email: csrajeshag@gmail.com

## REPORT OF SCRUTINIZER

*[Pursuant to sections 108 and 110 of the Companies Act, 2013 and rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the (Listing Obligation and Disclosure Requirement) Regulation, 2015 as amended up to date]*

To,

Date: 26.06.2018

The Chairman,

OTCO INTERNATIONAL LIMITED

1/1, 21<sup>st</sup> Cross, C.M.H Road,

Lakshmipuram, Halasuru,

Bangalore – 560008,

Karnataka

Dear Sir,

***Sub: Passing of Resolutions through Postal Ballot***

We, M/s. Rajesh Agrawal & Associates, Practicing Company Secretaries, having office at Room No.8, 3<sup>rd</sup> Floor, Sri Varu Towers, Green Glen Layout, Bellandur, Bangalore – 560103, appointed as Scrutinizer for the purpose of scrutinizing the Postal Ballot Voting Process (comprising of electronic mode and physical ballot papers) of **OTCO International Limited (CIN: L17114KA2001PLC028611)** under the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 together with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the below mentioned resolutions contained in the Postal Ballot dated 15<sup>th</sup> May, 2018 issued by company to all its members.

Our responsibility as a scrutinizer is to ensure that the e-voting process and Postal Ballot are conducted in a fair and transparent manner and render scrutinizer report of the total votes cast in favour or against if any, to the Chairman of the Company on the resolutions, based on the reports



generated from the remote voting and the Postal Ballot forms received from the members.

In this connection, we submit our report as under:

1. The company had sent postal ballot forms along with notice pursuant to section 110 of the Companies Act 2013, read with rules, to the members of company whose names appeared in the Register of Members or Register of beneficial owners maintained by the depository participant as on the Cutoff date, i.e., Friday, 18<sup>th</sup> May, 2018.
2. The notice was sent by the company in physical mode to 505 shareholders and through e-mail to 304 shareholders whose email id are registered with the company/Depository participant on 18<sup>th</sup> May, 2018.
3. The management of the company is responsible for the compliance with the requirements of the Companies Act 2013 and rules made there under, in the matter of voting on the business contained in the notice of postal ballot.
4. The Dispatch of Postal Ballot through Post/ email was completed on 23<sup>rd</sup> May, 2018.
5. The postal ballot notice for postal ballot and e-voting dated 15<sup>th</sup> May, 2018 contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.
6. The above notice was also placed on the website of the company ([www.otcointernational.in](http://www.otcointernational.in)) forthwith after it was sent to the members.
7. As prescribed in the aforesaid Rules, the Company had released advertisements which were published in Financial Express (English Version), Bangalore Edition newspaper and Vartha Bharthi (Kannad version), Bangalore edition newspapers on 25<sup>th</sup> May, 2018 and it carried the required information as specified in the said rules.
8. The e-voting process commenced on 9.00 a.m. on, 26<sup>th</sup> May, 2018 and ended at 5.00 p.m. on 24<sup>th</sup> June, 2018.
9. At the end of the voting period at 5.00 p.m. on 24<sup>th</sup> June, 2018 the voting portal of the service provider was blocked forthwith. On 24<sup>th</sup> June, 2018 (6.03 P.M.) the votes cast through e-voting facility were duly unblocked by us as scrutinizer in the presence of two witnesses who are not in the employment of the Company.
10. Total 20 (Twenty) physical ballot forms were received from members. The physical ballot papers were scrutinized and all were found in order.
11. For the purpose of issuing report, we have considered the votes as under:



- a. Postal ballot forms received up to close of working hours on 24<sup>th</sup> June, 2018 (5.00 P.M.), the last date fixed by the company; and
- b. Votes cast up to 5:00 P.M. on 24<sup>th</sup> June, 2018, the closing time and last date fixed by the company.
12. No postal ballots were received after 05.00 pm on 24<sup>th</sup> June, 2018, last time and dated fixed by the company.
13. Our responsibility as a scrutinizer is to scrutinize the physical ballot papers and e-voting process in a fair and transparent manner and prepare scrutinizer report based on the report generated from the voting system provided by the CDSL India.
14. No Shareholder has voted through E-Voting as well as Postal Ballot.
15. Consolidated result of voting through E-Voting and Postal Ballot are as under:

**Item No. 1: SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10/- PER SHARE TO FACE VALUE OF RS. 2/- PER SHARE:**

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of votes cast	% of total number of votes cast
E-voting	11	2216540	98.63
Ballot Paper	20	30706	1.37

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast	% of total number of votes cast
E-voting	0	0	0
Ballot Paper	0	0	0

Based on the above, the above Ordinary Resolution has been passed with Requisite Majority.



**Item No. 2: ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

(i) Voted in favor of the resolution:

Particulars	Number of members voted	Number of votes cast	% of total number of votes cast
E-voting	11	2216540	98.63
Ballot Paper	20	30706	1.37

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast	% of total number of votes cast
E-voting	0	0	0
Ballot Paper	0	0	0

Based on the above, the above Ordinary Resolution has been passed with Requisite Majority.


16. The register giving particulars of postal ballots received and votes cast by electronic means is enclosed for your perusal and record.
17. The ballot papers and all other relevant records are sealed and shall be handed over to the company secretary / Director authorized by the board for safe keeping.

Thanking You,

Yours faithfully,

**For M/s. RAJESH AGRAWAL & ASSOCIATES**

**Practicing Company Secretaries**

  
**RAJESH AGRAWAL**  
Proprietor  
FCS -5158  
CP No.- 11323

