

Date: - 7.07.2021

**BSE Ltd.
Floor-25, P.J.Towers,
Dalal Street,
Mumbai-400001**

Dear Sir,

Sub: - Outcome of voting Results of 40th Annual General Meeting of OTCO International Limited.

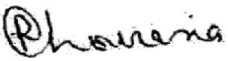
ISIN No. INE910B01028

Scrip Code.523151

Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the details regarding the voting results of the business transacted at the 40th Annual General Meeting of the members of the company held on Tuesday, 6th July, 2021, in the prescribed format.

This is for your information and records.

Thanking you,
Yours faithfully,
For OTCO International Limited


Raj Kishor Chourasia
Company Secretary



Encl: As above

OUTCOME OF VOTING FOR 40TH ANNUAL GENERAL MEETING HELD ON 06.07.2021

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

The 40th Annual General Meeting was held on 06.07.2021. Evoting started at 9.00A.M. on 03.07.2021 and ended at 5.00P.M. on 05.07.2021 . We give below the details as required under Reg 44 of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Annexure I

Voting Results of 40th Annual General Meeting

Date of the AGM		6th July 2021						
Total number of shareholders on Cut Off date (i.e., 28.06.2021)		1481						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and promoters group :		N.A						
Public :		N.A						
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and promoters group :		1						
Public :		20						
The e-voting was conducted for all resolutions between 3rd July 2021 to 5th July 2021. The Scrutinizer report on results of e-voting is provided resolution wise below:								
Resolution 1 - Adoption of Financial Statement for the Financial year ended 31st March 2021.								
Resolution required: (Ordinary/ Special)						Ordinary		
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	9624085	9624085	100.00	9624085	0	100.00	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		9624085	9624085	100.00	9624085	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	0.00	0	0	0.00	0.00
Public-Non Institutions	E-voting	3344035	7,90,586	23.64	7,90,585	1	100.00	0.0001
	Poll (Venue E-Voting)		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total		3344035	790586	23.64	790585	1	100.0000
Total		12968120	10414671	80.31	10414670	1	100.0000	0.0000

Resolution 2 - Appointment of Ms. Bagyalakshmi Thirumalai, as a Director liable to retire by rotation								
Resolution required: (Ordinary / Special)							Ordinary	
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	9624085	9624085	100.00	9624085	0	100.00	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		9624085	9624085	100.00	9624085	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	3344035	7,90,586	23.64	7,90,585	1	100.00	0.0001
	Poll (Venue E-Voting)		0	0	0	0	0	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total		3344035	790786	23.65	790785	1	100.0000
Total		12968120	10414871	80.31	10414870	1	100.0000	0.0000
Resolution 3 -Re-appointment of Statutory Auditors								
Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/ resolution?							No	
Ctegrory	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	9624085	9624085	100.00	9624085	0	100.00	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		9624085	9624085	100.00	9624085	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	3344035	7,90,586	23.64	7,90,585	1	100.00	0.0001
	Poll (Venue E-Voting)		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total		3344035	790586	23.64	790585	1	100.0000
Total		12968120	10414671	80.31	10414670	1	100.0000	0.0000

Resolution 4 -Appointment of Mrs. Sima Balakrishnan (DIN: 09128444) as a Director								
Resolution required: (Ordinary/ Special)							Ordinary	
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	9624085	9624085	100.00	9624085	0	100.00	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		9624085	9624085	100.00	9624085	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	3344035	7,90,586	23.64	7,90,585	1	100.00	0.0001
	Poll (Venue E-Voting)		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total		3344035	790586	23.64	790585	1	100.0000
Total		12968120	10414671	80.31	10414670	1	100.0000	0.0000

Resolution 5 -Appointment of Mr. Vasanth Kumar (DIN: 03570216) as Director								
Resolution required: (Ordinary/ Special)							Ordinary	
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	9624085	9624085	100.00	9624085	0	100.00	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		9624085	9624085	100.00	9624085	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	3344035	7,90,586	23.64	7,90,585	1	100.00	0.00
	Poll (Venue E-Voting)		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0	0.00	0.00
	Total		3344035	790586	23.64	790585	1	100.0000
Total		12968120	10414671	80.31	10414670	1	100.0000	0.0000

Resolution 6 -Appointment of Mr. Vasanth Kumar (DIN: 03570216) as an Independent Director								
Resolution required: (Ordinary/ Special)							Ordinary	
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	9624085	9624085	100.00	9624085	0	100.00	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		9624085	9624085	100.00	9624085	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	3344035	7,90,586	23.64	7,90,585	1	100.00	0.00
	Poll (Venue E-Voting)		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0	0.00	0.00
	Total		3344035	790586	23.64	790585	1	100.0000
Total		12968120	10414671	80.31	10414670	1	100.0000	0.0000

As per the Scrutinizer's Report on e-voting on item No.1 to 6 of the Notice of 40th Annual General Meeting, all resolutions were passed with requisite majority.

Percentage rounded off in scrutinizers report.

For OTCO INTERNATIONAL LIMITED

Chourasia



Raj Kishor Chourasia
Company Secretary and Compliance Officer



FORM NO. MGT.13
REPORT OF SCRUTINIZER(S)

[Pursuant to rule section 108 & 109 of the Companies Act, 2013 and Rule 20 along with Rule 21(2) of the Companies (Management and Administration) Rules, 2014 as amended till date]

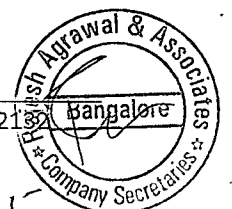
To,
Mr Arun Dash
The Chairman,
40th Annual General Meeting
Otco International Limited
(CIN: L17114KA2001PLC028611)
P-41, 9A Main, LIC Colony, Jeevanbhima Nagar,
HAL 3rd Stage, New Thippasandra, Bangalore-560075,
Karnataka, India

Dear Sir,

Sub: Scrutinizer Report on 40th Annual General Meeting of the Shareholders of M/s. Otco International Limited held on Tuesday, 6th July, 2021 at 11.00 A.M through Video Conferencing(VC)/Other Audio Visual Means(OAVM) in accordance with the applicable provisions of the Companies Act and Ministry of Corporate Affairs (MCA) and SEBI General Circulars.

I, Rajesh Kumar Agrawal, Proprietor of M/s. Rajesh Agrawal & Associates, Practicing Company Secretaries, having office at No. 8, 3rd Floor, Sri Varu Towers, Green Glen Layout, Bellandur, Bangalore – 560103 appointed as Scrutinizer for the purpose of remote e-voting, at the Annual General Meeting of M/s. OTCO INTERNATIONAL LIMITED held on 6th July, 2021 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) at 11.00 A.M in accordance with the applicable provisions of the Companies Act and Ministry of Corporate Affairs (MCA) and SEBI General Circulars, submit my report as under::

1. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by Central Depository Services Limited (CDSL).
2. The shareholders of the Company as on the 'cut-off' date i.e. 28th June, 2021 were entitled to vote on the resolutions stated in the Notice of the 40th Annual General Meeting of the Company.
3. The remote e-voting opened on Saturday the 3rd July 2021 at 9:00 a.m. and closed on Monday the 5th July, 2021 at 5:00 p.m.



4. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by CDSL at the AGM.
5. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC/OAVM and who had not voted on remote e voting were allowed to cast their votes through e-voting system during the AGM.
6. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of CDSL.
7. My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the notice of AGM. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions contained in the notice of the AGM.
8. Based on the data downloaded from CDSL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

ORDINARY BUSINESS

Resolution No. 1: Ordinary Resolution : To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Directors and the Auditors thereon;

Voted **in favour** of the resolution:

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	24	10414670	100

Voted **against** the resolution:

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	1	1	0.00

Invalid votes:

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0



Resolution No. 2: Ordinary Resolution: To appoint a Director in place of Mrs. Bagyalakshmi Thirumalai (DIN: 08186335) who retires by rotation and being eligible offers herself for re-appointment.

Voted **in favour** of the resolution:

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	24	10414670	100

Voted **against** the resolution:

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	1	1	0.00

Invalid votes:

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution No. 3: Ordinary Resolution: To re-appoint the Statutory Auditors of the Company and to fix their remuneration.

Voted **in favour** of the resolution:

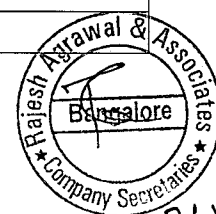
Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	24	10414670	100

Voted **against** the resolution:

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	1	1	0.00

Invalid votes:

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0



SPECIAL BUSINESS

Resolution No. 4: Ordinary Resolution: To consider appointment of Mrs. Sima Balakrishnan (DIN: 09128444) as a Director

Voted in favour of the resolution:

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	24	10414670	100

Voted **against** the resolution:

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	1	1	0.00

Invalid votes:

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

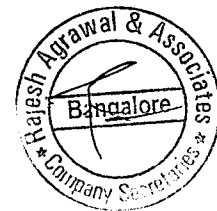
Resolution No. 5: Ordinary Resolution: To appoint Mr. Vasanth Kumar (DIN: 03570216) as Director of the Company

Voted in **favour** of the resolution:

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	24	10414670	100

Voted **against** the resolution:

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	1	1	0.00



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Invalid votes:

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution No. 6: Ordinary Resolution: To appoint Mr. Vasanth Kumar (DIN: 03570216) as an Independent Director

Voted in favour of the resolution:

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	24	10414670	100

Voted against the resolution:

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	1	1	0.00

Invalid votes:

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

All the resolutions proposed hereinabove have been passed with requisite majority.

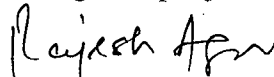
All the relevant records of electronic voting shall remain in my safe custody until chairman of the meeting considers, approves and sign the minutes in this connection and thereafter same shall be handed over to the Company Secretary / Directors authorized by the Board for safe keeping.

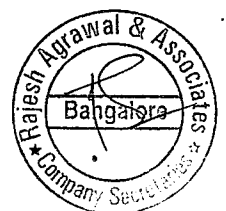
Thanking You,

Yours faithfully,

Place: Bangalore
Date: 07.07.2021

For Rajesh Agrawal & Associates
Practicing Company Secretaries


Rajesh Kumar Agrawal
FCS -5158
CP NO.11323



UDIN : F005158C000588301

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