OTCO

Evolving With Passion

OTCO INTERNATIONAL LIMITED

38th ANNUAL REPORT

FY 2018-19

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CORPORATE INFORMATION

Registered Office	**OTCO INTERNATIONAL LIMITED** 1/1, 21st Cross, C. M. H. Road, Lakshmipuram, Halasuru, Bangalore-560008, Karnataka, India Tel: 080-25296825, +91 9789053807	
Corporate Office	Old No. 6, New No. 15, 7th West Cross Street, Shenoy Nagar, Chennai – 600030, Tamil Nadu, India Tel: 044-26212287, +91 9789053807	
CIN	L17114KA2001PLC028611	
Board of Directors	**Name**	**Designation**
	Mr. Subrahmaniya Sivam Ramamurthy	Director (Non-Executive & Independent) & Chairman
	Mr. Balakrishnan Ramasubramanian	Director (Non-Executive & Independent)
	Mr. Arun Dash	Director (Non-Executive & Independent)
	Ms. Chinnamma Pullattu Mathew	Whole time Director (Executive & Non-Independent) (Resigned w.e.f. 27/07/2018)
	Mr. Shaine Sunny Mundaplakkal	Whole Time Director (Executive & Non-Independent) -Resigned w.e.f 03/05/2018
	Ms.BagyalakshmiTirumalai	Whole time Director (Executive & Non-Independent) Appointed w.e.f. 27/07/2018
Company Secretary & Compliance Officer	Mr. Deepak Kumar Dash	
Chief Financial Officer	Mr. Bikash Dash	
Statutory Auditors	M/s. C. Ramasamy& B. Srinivasan Chartered Accountants No.37, Alagiri Nagar, II Street, Vadapalani, Chennai - 600 026, Tamilnadu, India. Email: crbsca@gmail.com	
Bankers	ICICI BANK LIMITED PUNJAB NATIONAL BANK	
Listed on	BSE Limited	
Share Transfer Agent	Integrated Registry Management Services Private Limited (Formerly a part of Integrated Enterprises (India) Limited) #30, Ramana Residency, 4th Cross, Sampige road, Malleswaram, Bangalore-560 003, Karnataka, India Tel:- 080-23460815-818, fax: - 080 23460819 Email id: irg@integratedindia.in	
Web site	www.otcointernational.in	
E-mail	info@otcointernational.in	

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OTCO INTERNATIONAL LIMITED

Registered office: - 1/1,21st Cross, C. M. H. Road, Lakshmipuram,
Halasuru, Bangalore-560008, Karnataka, India
Website:-www.otcointernational.in, Email:-info@otcointernational.in
CIN: -L17114KA2001PLC028611

Notice

Notice is hereby given that the 38th Annual General Meeting of the members of OTCO INTERNATIONAL LIMITED will be held on Saturday the 21st Day of September, 2019 at 11. 30 A.M. at Mews Ladies Club, #37, 17th Cross (between 4th and 6th Main) Malleswaram, Bengaluru-560055, Karnataka, India to transact the following business:

ORDINARY BUSINESS

1. **Adoption of Financial Statements.**
   To receive, consider and adopt the audited financial statements for the Financial Year ended 31st March, 2019 and the Reports of the Directors and Auditors thereon.
2. **Appointment of Ms. Bagyalakshmi Thirumalai, as a Director liable to retire by rotation.**
   To appoint a Director in place of Ms. Bagyalakshmi Thirumalai (DIN: 08186335) who retires by rotation and being eligible offers herself for re-appointment.

Place: Chennai
Date: 09.08.2019

By order of the Board of Directors
For Otco International Limited
Sd/-
Deepak Kumar Dash
Company Secretary & Compliance Officer

Notes:

1. The Company's Statutory Auditors, C.Ramasamy & B. Srinivasan, chartered Accountant (FRN: 002957S), were appointed as Statutory Auditors of the Company for a period of five consecutive years from 2015-16 to financial year 2019-20 (From 01st April,2015 to 31st March, 2020) on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors. Their appointment was subject to ratification by the Members at every subsequent AGM. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

2. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday the 14th September, 2019 to Saturday the, 21st September, 2019 (both days inclusive).

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL 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 shall be in writing and be signed by the appointer or his attorney duly authorised in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it. 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.

   THE PROXY FORM SHOULD BE LODGED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE SCHEDULED COMMENCEMENT OF THE MEETING.

4. Members are requested to bring the Annual Report for their reference at the meeting. Admission Slip duly filled in shall compulsorily be handed over at the entrance to the meeting hall. Proxy Forms/Admission Slips which are not filled as per instructions strictly to be considered invalid.

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 38th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is 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 38th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

7. Members may also note that the Notice of the 38th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.otcointernational.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 E-maiI ID: info@otcointernational.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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote at the 38th Annual 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 Friday, 13th September, 2019.

   The e-voting period commences on Wednesday 18th September, 2019 at 9.00 a.m. and ends on Friday, 20th September, 2019 at 5.00 p.m. The remote e-voting module shall be disabled for voting thereafter. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Friday 13th September, 2019, 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 AGM. 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.

(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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha -numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ¿ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first t wo letters of their name and the 8 digits of the sequence number in the PAN field. ¿ 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.
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	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. ¿ 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).

(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) Shareholders can also cast their votes using CDSL's mobile app m-voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) 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.comand 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.

- 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 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.

(xix) 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, under help Section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
(B) The voting period begins on 9.00 a.m. on Wednesday, 18th September, 2019 and will end at 5.00 p.m. on Friday, 20th September, 2019. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 13th September, 2019, 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 under help Section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

If you are already registered with CDSL for e-voting then you can use your existing User ID and Password for casting vote.

(i) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on Friday, 13th September, 2019.

(ii) The facility of e-voting shall open on 9.00 a.m. on Wednesday, 18th September, 2019 and will end at 5.00 p.m. on Friday, 20th September, 2019. Members will not be able to cast their votes after on Friday, 20th September, 2019 (5.00pm).

(iii) Member(s) can opt for only one mode of voting i.e. either physically voting at the Annual General Meeting or voting through e-voting. Members who have already exercised their voting through remote e-voting can attend the AGM but cannot vote again.

(iv) Mr. Rajesh Kumar Agrawal, Proprietor, M/s. Rajesh Agrawal & Associates, Bengaluru has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(v) 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.

(vi) The results declared along with the Scrutinizer's report shall be placed on the Company's website www.otcointernational.in within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.

9. Brief notes on the background and the functional expertise of the Directors proposed for re-appointment are furnished below, along with details of Companies in which he / she is a Director and the Board Committees of which he / she is a Member: Annexure attached at the end of the notice.

i) Corporate Members/ Financial Institutions intending to send their authorised representatives to attend the Annual General Meeting are requested to send a duIy certified copy of the Board Resolution / such other documents authorising their representatives to attend and vote at the Annual General Meeting well in advance.

ii) The Annual Report 2018-19 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.otcointernational.in and also on the website of the BSE at www.bseindia.com.

iii) Nomination Form:
Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013 read with the Rules made thereunder are requested to send the prescribed Form SH-13 to the Corporate / Registered Office of the Company.

iv) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.

v) 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 Registry Management Services Private

Limited (Formerly a part of Integrated Enterprises (India) Ltd,) (R&TA), #30, Ramana Residency, 4th Cross, Sampige road, Malleswaram, Bangalore-560003, Karnataka.

vi) 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 Registry Management Services Private Limited (Formerly a part of Integrated Enterprises (India) Ltd,) (R&TA), for consolidation into a single folio.

vii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e.21st September, 2019.

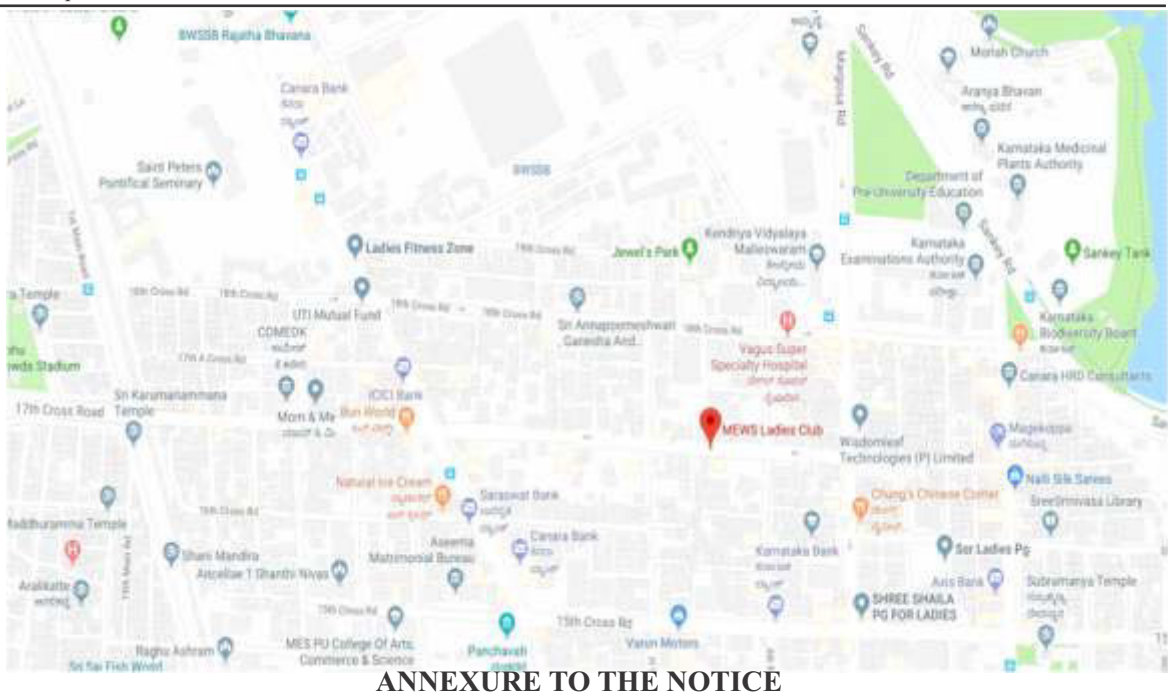
viii) E-mail Registration: Members who have not registered their e-mail are requested to update the same with the Company, if held in physical form (or) to the Depository, if held in demat mode.

ix) Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual 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.otcointernational.in to Integrated Registry Management Services Private Limited (Formerly a part of Integrated Enterprises (India) Ltd,) (R&TA) 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.

x) Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

Place: Chennai
Date: 09.08.2019

By order of the Board of Directors
For Otco International Limited
Sd/-
Deepak Kumar Dash
Company Secretary & Compliance Officer



ANNEXURE TO THE NOTICE

Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting

Particulars	Ms. BagyalakshmiTirumalai
Date of Birth	05/05/1980
Date of First Appointment	27/07/2018
DIN	08186335
Qualifications	B.COM
Expertise in specific functional Areas	Business Administrations & Management
Name of the other Companies in which holds Directorship	Nil
Name of Committee of the other Companies in which holds Membership/ Chairmanship	Nil
Number of shares held in the Company [in his own name or on behalf of other person on beneficial basis	Nil
Relationship with Other Director(s)	None

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 38th Annual Report of the company together with the Audited statements of Accounts for the year ended March 31, 2019.

1 **Financial Results:**

A summary of the company's financial results for the financial year 2018-19 is as under:

(Rs in Lacs)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Total Revenue	49	2660
Profit / (loss) before tax (after exceptional item)	(68)	176
Tax Expenses (Including Deferred Tax)	0.61	35
Profit / (loss) after tax	(69)	141

2. Financial Performance

During the financial year ended 31st March, 2019, your company's revenue was Rs. 49 lakhs as against Rs. 2660 lakhs in the previous period. The net loss for the financial year was Rs. 69 lakhs as against profit of Rs. 141 lakhs reported in the previous period. However your directors look forward to improve the financial position of the company and are optimistic about the future growth and performance of the company.

3. Dividend:

Due to carry forward of losses of earlier years the directors do not recommend dividend for this year.

4. **Share Capital**

The paid up Equity Share Capital as at March 31, 2019 stood at Rs. 2,59,36,240/- divided into 1,29,68,120 equity shares face value of Rs. 2/- each. During the year under review, your Board of Directors recommended for sub-division of Equity Shares of Rs. 10/- each into 5 (Five) Equity Shares face value of Rs. 2/- each which was approved by the Shareholders through postal ballot on June 26, 2018. Accordingly the Equity Shares of face value of Rs. 10/- each were sub-divided into 5 (Five) Equity Shares of face value of Rs. 2/- each by way of corporate action to the shareholders who held the shares as on the Record Date i.e. July 11, 2018.

The company has not issued shares with differential voting rights, employee stock options and sweat equity shares.

5. Information about the performance of Subsidiaries / Associates/ JV.

The Company has no Subsidiaries / Associates/ JV as on date.

6. Corporate Governance

The corporate governance norms as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to Company. However, the same are being complied with by the Company voluntarily.

7. Extract of Annual Return

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended March 31, 2019 made under the provisions of Section 92(3) of the Act is enclosed as **Annexure-A** which forms an integral part of this Report and also available on the company website viz. www.otcointernational.in.

8. Management Discussion and Analysis

As required under regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the management discussion and analysis report for the year under review is enclosed as **Annexure-B** to this report.

9. Directors

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Ms. Bagyalakshmi Thirumalai, Director retires by rotation at the forthcoming Annual General Meeting and, being eligible, offers herself for re-appointment. The Board recommends her re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting. Brief profile of Ms. Bagyalakshmi Thirumalai has been given in the Notice convening the Annual General Meeting.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

10. Number of Meetings of the Board

The Board met 4 (Four) times during the financial year. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013. The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

11. Key Managerial Personal

The following are the Key Managerial Personnel of the Company:

1. Mr. Shaine Sunny Mundaplakkal: Whole time Director (resigned w.e.f 03rd May, 2018)
2. Ms. Chinnamma PullattuMathew: Whole time Director (resigned w.e.f 27th July, 2018)
3. Ms. Bagyalakshmi Thirumalai: Whole time Director (appointment w.e.f 27th July, 2018)
4. Mr. Bikash Dash: Chief Financial officer
5. Mr. Deepak Kumar Dash: Company Secretary & Compliance officer

12. Committees of the Board

The Board of Directors has the following Committees:

1. Audit Committee
2. Remuneration and Nomination Committee
3. Stakeholders Relationship Committee

13. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed during the year under review. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors and Non-Executive Directors. The Board of Directors expressed their satisfaction with the evaluation process.

14. Business Growth

Your Company has a dedicated team of Management who has been instrumental in the growth of the business over the years. Your Directors believe that the Company has the potential to further scale up its business volumes and profitability and are in the process of identifying new avenues of growth and effective utilization of its existing resources.

15. Particulars of Loans, Guarantees or Investments by the Company under Section 186 of the Companies Act, 2013

The Company has not given any loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013.

16. Vigil Mechanism/Whistle Blower Policy

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has a Whistle Blower Policy to report genuine concerns or grievances & to provide adequate safeguards against victimization of persons who may use such mechanism. The Whistle Blower Policy has been posted on the website of the Company viz. www.otcointernational.in.

During the year under review no complaints were received by your Company.

17. Remuneration Policy of the Company.

The Current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. On March 31, 2019, the Board consisted of 4 members, one of whom is executive and whole time director and three are independent directors.

The policy of the Company on director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-Section (3) of Section 178 of the Companies Act, 2013 is available on the company website.

18. Related Party Transactions:

All transactions entered with related parties for the year under review were on arm's length basis and in the ordinary course of business and that the provisions of section 188 of the Companies Act, 2013 and the Rules made thereunder are not attracted. Thus a disclosure in Form AOC-2 in terms of Section 134 of the Companies Act, 2013 is not required. Further, there are no material related party transactions during the year under review with the Promoter, Directors or Key Managerial Personnel. All related party transactions are mentioned in the Notes to the Financial Statements.

19. Significant & Material Orders Passed by the Regulators:

No significant and material orders has been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations

20. Director's Responsibility Statement:

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134 (3)(c) of the Companies Act, 2013:

(a) in the preparation of the annual financial statements for the year ended March 31, 2019, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.

(b) for the financial year ended March 31, 2019, such accounting policies as mentioned in the Notes to the financial statements have been applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company and of the Profit and Loss of the Company for the year ended March 31, 2019.

(c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(d) the annual financial statements have been prepared on a going concern basis.

(e) that proper internal financial controls were followed by the Company and that such internal financial controls are adequate and were operating effectively.

(f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

21. Auditors

(a) Statutory Auditor:

M/s. C. Ramasamy& B. Srinivasan, Chartered Accountants, Chennai, (FRN: 002957S) are the statutory auditors of the Company for the year ended March 31, 2019. They were appointed for a period of 5 years commencing from 01st April 2015 to 31st March 2020.

The Independent Auditors' Report does not contain any qualification, reservation or adverse remark for the year under review.

(b) Cost Audit

The Provision of cost audit requirements is not applicable to the Company.

(c) Secretarial Audit:

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the company has appointed of Mr. V. NAGARAJAN, Company Secretary in Practice, Chennai to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2019. The Secretarial Audit Report (in Form MR-3) is enclosed as **Annexure-C** to this Report.

The Secretarial Audit Report does not contain any qualifications, reservation or adverse remark**.**

22. Internal Control systems and their adequacy

Your Company has an effective internal control and risk mitigation system, which is constantly assessed and strengthened with new/revised standard operating procedures. The Company has adequate internal control procedures and systems commensurate with its size, scale and complexities of its operations. The main trust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry. The Company's internal control systems to provide reasonable assurance for:

- Safeguarding Assets and their usage.
- Maintenance of Proper Accounting Records and
- Adequacy and Reliability of the information used for carrying on Business Operations.
- Compliance of laws and regulations.

The Company has well laid-out policy guidelines, structured authority levels to ensure adequate internal control levels. The management and the Audit Committee of the Board review the periodically the adequacy of the internal control and the management control systems, so as to be in line with changing requirements. The company has an internal auditor to carry out internal audit work and coordination with Audit committee.

23. Reporting of Frauds

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

24. Risk Management Policy

The Company has laid down the procedures to inform the Board about the risk assessment and minimization procedures and the Board has formulated Risk Management Policy to ensure that the Board, its Audit Committee and its management should collectively identify the risks impacting the Company's

business and document their process of risk identification, risk minimization, risk optimization as a part of a risk management policy/ strategy. At present there is no identifiable risk which, in the opinion, of the Board may threaten the existence of the Company.

25. Corporate Social Responsibility Policy:

As per the provision of Section 135 of Companies Act, 2013 every Company having net worth of Rupees Five Hundred Crore or more, or turnover of Rupees One thousand crore or more or a net profit of Rupees five crore or more during the immediately preceding financial year shall constitute a CSR Committee and the Company should spend at least 2% of average net profit of three immediately preceding financial years in every financial year. As the Company does not fall within the above guidelines, compliance of this clause does not arise as of now.

26. Conservation of Energy, Technology Absorption and Foreign Exchange outgo:

The Particulars as prescribed under sub-Section (3)(m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014.

(1) CONSERVATION OF ENERGY: The average consumption of Electricity per unit in the Financial Year 2018-2019 is **NIL**.

(2) TECHNOLOGY ABSORPTION: NIL

(3) FOREIGN EXCHANGE EARNINGS AND OUTGO:

Total Exchange used and earned **(Rs in Lacs)**

Particulars	2018-19	2017-18
i Foreign Exchange earned including Direct and Indirect exports	NIL	NIL
ii Foreign Exchange used	NIL	NIL

27. Particulars of Employees and Related Disclosures

There are no employees drawing remuneration in excess of limit set out in terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the **Annexure - D**.

28. Material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of the report.

There are no material changes and commitments affecting the financial position of the Company between the end of financial year and the date of this report.

29. Composition of Audit Committee:

As per the provisions of Section 177(8) of the Companies Act 2013, the composition of Company's Audit Committee is stated below:

Name of Member	Directorship of Member	Designation
Mr. Arun Dash	Non- Executive, Independent Director	Chairman
Mr. BalakrishnanRamasubramanian	Non- Executive, Independent Director	Member
Mr. Subrahmaniya Sivam Ramamurthy	Non- Executive, Independent Director	Member

30. Deposits

Your Company has not accepted any deposit within the meaning of provisions of Chapter V of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 for the year ended March 31, 2019.

31. Listing with Stock Exchanges

The Company's shares are currently listed in the BSE and the listing fees has been paid till 31st March, 2020.

32. Appreciation

Your Directors wish to place on record, their deep sense of appreciation to all employees, for their support and for adopting to the values of the company. The Board also immensely thank all the Shareholders, Government authorities, bank, customers, business associates and other Stakeholders for their continued and consistent support to the Company.

Place: Chennai **For and on behalf of the Board of Directors**
Date: 27.05.2019

Mr. Subrahmaniya Sivam Ramamurthy
Director
DIN: -02393209

Ms. Bagyalakshmi Thirumalai
Whole time Director
DIN: - 08186335

ANNEXURE A TO THE DIRECTORS REPORT

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L17114KA2001PLC028611
2.	Registration Date	25/03/1981
3.	Name of the Company	OTCO INTERNATIONAL LIMITED
4.	Category/Sub-category of the Company	Public Company
5.	Address of the Registered office & contact details	1/1,21st Cross, C.M.H Road, Lakshmipuram, Halasuru, Bangalore-560008, Karnataka, India. Email: info@otcointernational.in Website: www.otcointernational.in
6.	Whether listed Company	Listed Company
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Integrated Registry Management Services Private Limited (Formerly a part of Integrated Enterprises (India) Ltd,) #30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore-560 003, Karnataka. Phone: +91 80 23460815

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business Activities contributing 10 % or more of the total turnover of the Company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Consultancy & Real Estate Services	620	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	NOT APPLICABLE				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	19,24,817	0	19,24,817	74.21	96,24,085	0	96,24,085	74.21	Nil
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total shareholding of Promoter (A)	19,24,817	0	19,24,817	74.21	96,24,085	0	96,24,085	74.21	Nil
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	27,605	6,170	33,775	1.30	1,30,500	30,850	1,61,350	1.24	(0.06)
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital uptoRs. 1 lakh	1,70,825	1,00,818	2,71,643	10.47	9,70,182	7,32,615	17,02,797	13.14	2.66
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3,12,270	49,500	3,61,770	13.94	14,75,319	0	14,75,319	11.38	(2.56)
c) Others (specify)									
Non Resident Indians	796	0	796	0.03	3,983	0	3,983	0.03	0.00
Foreign Nationals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Clearing Members	823	0	823	0.04	586	0	586	0.00	(0.04)
Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(2): -	5,12,319	1,56,488	6,68,807	25.79	25,80,570	7,63,465	33,44,035	25.79	Nil
Total Public Shareholding (B)=(B)(1) + (B)(2)	5,12,319	1,56,488	6,68,807	25.78	25,80,570	7,63,465	33,44,035	25.79	Nil
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	24,37,136	156,488	25,93,624	100	1,22,04,655	7,63,465	1,29,68,120	100	Nil

(ii) **Shareholding of Promoter-**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	
1.	Mr. Pradeep Kumar Panda	1924817	74.21	Nil	9624085	74.21	Nil	Nil
	Total	1924817	74.21	Nil	9624085	74.21	Nil	Nil

iii) **Change in Promoters' Shareholding: -**

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Mr. Pradeep Kumar Panda				
	At the beginning of the year	1924817	74.21	1924817	74.21
	Date wise increase in Promoters' Shareholding during the year specifying the reasons for increase / decrease No transaction during the year .(e.g. allotment / transfer / bonus / sweat equity, etc): The company has sub -divided face value of its equity share from Rs. 10/ - per share to Rs. 2/ - per shares w.e.f 11.07.2018. So there is no change in percentage of shareholding.				
	At the end of the year	9624085	74.21	9624085	74.21

IV) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
MALTILATA SAHOO				
At the beginning of the year	75000	2.891	75000	2.891
At the end of the year	375366	2.894	375366	2.894
SUVENDRA KUMAR PANDA				
At the beginning of the year	48714	1.878	48714	1.878
At the end of the year	254230	1.960	254230	1.960
ANAM CHARAN SAHU				
At the beginning of the year	49000	1.889	49000	1.889
At the end of the year	245000	1.889	245000	1.889
RAMAKANT PADHI				
At the beginning of the year	41283	1.591	41283	1.591
At the end of the year	204315	1.575	204315	1.575

UMAKANTA PADHI				
At the beginning of the year	39500	1.522	39500	1.522
At the end of the year	202768	1.563	202768	1.563
BHARATI PADHI				
At the beginning of the year	39548	1.524	39548	1.524
At the end of the year	193640	1.493	193640	1.493
RATIKANT PADHI				
At the beginning of the year	19225	0.741	19225	0.741
At the end of the year	96125	0.741	96125	0.741
RYAN LOBO				
At the beginning of the year	12375	0.478	12375	0.478
At the end of the year	61875	0.478	61875	0.478
TRISHA LOBO				
At the beginning of the year	12375	0.478	12375	0.478
At the end of the year	61875	0.478	61875	0.478
NEIL LOBO				
At the beginning of the year	12375	0.478	12375	0.478
At the end of the year	61875	0.478	61875	0.478

V) Shareholding of Directors and Key Managerial Personnel:

SN	**Shareholding of each Directors and each Key Managerial Personnel** **Mr. Arun Dash**	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	500	0.019	500	0.019
	Date wise details				
	At the end of the year	0	0	0	0

VI) **INDEBTEDNESS -** Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	14,700,757.00	Nil	14,700,757.00
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
* Addition	Nil	68,16,781.00	Nil	68,16,781.00
* Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	68,16,781.00	Nil	68,16,781.00
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	2,15,17,538.00	Nil	2,15,17,538.00
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	2,15,17,538.00	Nil	2,15,17,538.00

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Amount in Rupees)

SN.	Particulars of Remuneration	Name of WTD	Name of WTD	Total Amount
		Ms. Bagyalakshmi Thirumalai w.e.f 27.07.2018	Ms. Chinnamma Pullattu Mathew upto 27.07.2018	
1	Gross salary (Amount in Rs.)	1,82,600	23,700	2,06,300
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	1,82,600	23,700	2,06,300
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission - as % of profit - others, specify…	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total (A)	1,82,600	23,700	2,06,300
	Ceiling as per the Act	₹ .60,00,000 p.a	₹ .60,00,000 p.a	₹ .1,20,00,000 p.a

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		Subrahmaniya Sivam Ramamurthy	Arun Dash	Balakrishnan Ramasubramanian	
1	Independent Directors	Nil	Nil	Nil	Nil
	Fee for attending board committee meetings	75,000	75,000	75,000	2,25,000
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	75,000	75,000	75,000	2,25,000
2	Other Non-Executive Directors	Nil	Nil	Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil
	Total (B)= (1+2)	75,000	75,000	75,000	2,25,000
	Total	75,000	75,000	75,000	2,25,000

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel (Amount in Rupees)			
		CEO	CS	CFO	Total
			Deepak Kumar Dash	Bikash Dash	
1	Gross salary (in Rs.)	Nil	4,19,631	2,85,060	7,04,691
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	Nil	4,19,631	2,85,060	7,04,691
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	others, specify…	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	4,19,631	2,85,060	7,04,691

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act/SEBI Regulation	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT/SEBI]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

ANNEXURE B TO THE DIRECTORS REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Listing Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 aligned with Companies Act, 2013, this reports presents the summary of financial performance of the company and the company's vision and strategy to help in understanding the operational and financial results in better lights.

During the year 2018-19, the company could not get more business, so that the company was incurred loss. The management hopes that in the coming years the company would get more business and the same would be reflected in financial statements.

The company continues to look for projects which are potential and implementable with its resources and, if found, would undertake the same to create a sustaining platform for the company for its future growth.

Business Segment:

The Company is into the business of Consultancy services and real estate services. The company operates mainly in Indian Market.

Financial performance:

Your company total income decreased from Rs. 2660 lacs in FY 2017-18 to Rs. 49 lacs in FY 2018-19 and our profit after tax decreased from Rs. 140 lacs to loss of Rs. (69) Lacs. The company is in the business of

management consultancy services and there was not much business during the year 2018-19.

Competition:

The company has to face stiff competition for its consultancy and real estate business.

Risk and Concerns:

The Company recognizes the importance of well-structured system to identify and manage the different elements of risk. The management team of the company regularly identifies reviews and assesses risks involved in its various business activities and work out guidelines for mitigating the same.

Human Resources:

Your Directors want to place on record their appreciation for the contribution made by employees at all levels, who through their steadfastness, solidarity and with their co-operation and support have made it possible for the Company to achieve its current status.

Cautionary Statement:

The management discussion and analysis report describing the Companies' objectives, projections, expectations or predictions may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the statement.

ANNEXURE C TO THE DIRECTORS REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
OTCO International Limited,
CIN: L17114KA2001PLC028611
1/1,21st Cross, C.M.H Road, Lakshmipuram,
Halasuru, Bangalore-560008, Karnataka

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **OTCO International Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the OTCO International Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by OTCO International Limited ("the Company") for the financial year ended on 31st March, 2019 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
    (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not applicable as the company has not issued any securities during the financial year under review**.
    (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014; - **Not applicable as the Company has not granted any Options to its employees during the financial year under review**;
    (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not applicable as the Company has not issued any debt securities during the financial year under review;**
    (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
    (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not applicable as the Company has not bought back any of its securities during the financial year under review**.

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.
(ii) The Listing Agreement as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with BSE Limited,

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including atleast one woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the Meeting.

3. There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

4. During the period under audit, the company has sub-divided face value of its equity share from Rs. 10/- per share to Rs. 2/- per shares w.e.f 11th July, 2018.

Place: Chennai
Date: 27/05/2019

Name of Company Secretary in practice: V. NAGARAJAN
FCS No. 5626
CP No.: 3288

ANNEXURE D TO THE DIRECTORS REPORT

DISCLOSURE IN DIRECTORS' REPORT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES, 2014

Sr no	Requirements	Disclosure

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2018-19

Name of the Director	Ratio
Mr. Shaine Sunny Mundaplakkal	NA
Mr. Subrahmaniya Sivam Ramamurthy	NA
Ms. ChinnammaPullattu Mathew	NA
Mr. BalakrishnanRamasubramanian	NA
Mr. Arun Dash	NA
Ms. Bagyalakshmi Thirumalai	0.79

2. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year

Name of the Director/KMP	% Increase in remuneration
Mr. Shaine Sunny Mundaplakkal	NA
Mr. Subrahmaniya Sivam Ramamurthy	NA
Ms. ChinnammaPullattu Mathew	NA
Ms. Bagyalakshmi Thirumalai	NA
Mr. BalakrishnanRamasubramanian	NA
Mr. Arun Dash	NA
Mr. Bikash Dash – CFO	5.00
Mr. Deepak Kumar Dash – CS	10.00

1. Mr. Shaine Sunny Mundaplakkal, resigned w.e.f 03rd May, 2018. and therefore comparable amount of remuneration was not available for determination of percentage increase / decrease in the remuneration.

2. Ms. Chinnamma Pullattu Mathew, resigned w.e.f. 27th July, 2018. and therefore comparable amount of remuneration was not available for determination of percentage increase / decrease in the remuneration

3. Ms. Bagyalakshmi Thirumalai was appointed as Whole time Director w.e.f. 27th July, 2018 and therefore comparable amount of remuneration was not available for determination of percentage increase / decrease in the remuneration.

3.	The percentage increase in the median remuneration of employees in the financial year	: 1.53%
4.	The number of permanent employees on the rolls of company.	: 9
5.	Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average increase in remuneration is 0.06 for employees other than Managerial Personnel and 0.71 for Managerial Personnel
6.	Affirmation that the remuneration is as per the Remuneration Policy of the Company	: Yes, it is confirmed.

Notes: Managerial Personnel includes whole time Director, Company secretary and CFO.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF OTCO INTERNATIONAL LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of OTCO International Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's

Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon

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In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information,we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate,

they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(I) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other

matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The company does not have any pending litigation which would impact its financial position.

ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3and 4 of the Order.

For C.Ramasamy & B.Srinivasan
Chartered Accountants
Firm's Registration number: 02957S

Place: Chennai
Date: 27.05.2019

C.Ramasamy
Partner
Membership number: 023714

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of OTCO International Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **OTCO INTERNATIONAL LIMITED** ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For C.Ramasamy & B.Srinivasan
Chartered Accountants
Firm's Registration number: 02957S

C.Ramasamy
Partner
Membership number: 023714

Place: Chennai
Date: 27.05.2019

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of OTCO International Limited of even date)

I. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) These fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification and the same have been properly dealt with in the books of account.

(c) The company doesn't have any immovable properties as fixed assets.

II. The Management has conducted physical verification of inventory at reasonable intervals and no material discrepancies were noticed.

III. The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability, Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013

IV. The company has not granted any loans, guarantee or security and has not made any investments as per the provisions of section 185 and 186 of the Act. Thus, paragraph 3(iv) of the Order is not applicable to the Company.

V. The company has not accepted any deposits from the public.

VI. Maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act 2013, for the company.

VII. A) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities, wherever applicable.

B) According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at 31st March 2019 for a period of more than six months from the date they became payable.

C) According to the information and explanations given to us, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax or Goods and Service Tax or cess, which had not been deposited on account of any dispute.

VIII. The company has not defaulted in repayment of dues to financial institutions or banks and Government during the year. There have been no outstanding dues to debenture holders.

IX. During the year company has not raised any money through Initial Public Offer or further Public Offer. The Company has not availed any term loan.

X. Based upon the audit procedures performed for the purpose of reporting true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on the Company by its officers or employees has been noticed or reported during the year.

XI. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

XII. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

XIII. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

XIV. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not any made preferential allotment or private placement of shares during the year to Promoter & Non Promoter as per requirement under section 42 of the Act .

XV. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

XVI. The company is not required to be registered under section 45-I of the Reserve Bank of India Act, 1934.

For C.Ramasamy & B.Srinivasan
Chartered Accountants
Firm's Registration number: 02957S

C.Ramasamy
Partner
Membership number: 023714

Place: Chennai
Date: 27.05.2019

OTCO INTERNATIONAL LTD

CIN:L17114KA2001PLC028611

Regd. Office:#1/1, 21st CROSS, C.M.H.ROAD, LAKSHMIPURAM, HALASURU, BANGALORE - 560008

Balance Sheet

As at 31st March 2019

In Rupees

Particulars	Note	As at 31-Mar-19	As at 31-Mar-18
ASSETS			
Non Current Assets			
(a) Property, Plant and Equipment	4	431,237.00	625,246.00
(b) Intangible assets	4.1	710.00	1,928.00
(d) Financial Assets			
(i) Investments		-	-
(ii) Other financial Assets	5	-	-
(e) Deferred tax assets (net)	6	-	63,922.00
(f) Other non-current assets	7	5,100,000.00	-
Total Non Current Assets (I)		**5,531,947.00**	**691,096.00**
Current assets			
(a) Inventories	8	51,047,508.00	50,118,336.00
(b) Financial Assets			
(i) Trade receivables			
(ii) Cash and cash equivalents	9.1	140,294.34	173,990.33
(iii) Bank balances other than (iii) above	9.2	-	5,500,000.00
(iv) Other financial Assets	5	9,800.00	230,385.00
(c) Other current assets	7	451,089.08	7,260,765.78
Total Current Assets (II)		**51,648,691.42**	**63,283,477.11**
Total Assets (I+II)		**57,180,638.42**	**63,974,573.11**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	10	25,936,240.00	25,936,240.00
(b) Other Equity	11	(7,793,893.58)	(848,332.89)
Total Equity (I)		**18,142,346.42**	**25,087,907.11**
Liabilities			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	-	-
(b) Provisions	13	-	-
(c) Deferred tax liabilities (Net)	6	-	-
Total Non Current Liabilities (II)		**-**	**-**
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	21,517,538.00	14,700,757.00
(ii) Trade payables	14	14,716,579.00	22,485,989.00
(iii) Other financial liabilities		-	-
(b) Other current liabilities	15	2,804,175.00	1,474,403.00
(c) Provisions	13	-	225,517.00
Total Current Liabilities (III)		**39,038,292.00**	**38,886,666.00**
Total Equity and Liabilities (I)+(II)+(III)		**57,180,638.42**	**63,974,573.11**
Notes forming part of the financial statements & standard Accounting Policies		-	-

As per our report of the even date attached
for C.Ramasamy & B.Srinivasan
Chartered Accountants
Firm Registraion Number : 02957S

for and on behalf of the Board of Directors

Bagyalakshmi Thirumalai
Whole Time Director
Din:08186335

C.Ramasamy
Partner
Membership No:23714

Subrahmaniya Sivam Ramamurthy
Chairman and Director
Din:02393209

Balakrishnan Ramasubramanian
Independent Director
Din:07661622

Deepak Kumar Dash
Company Secretary

Arun Dash
Independent Director
Din:07972670

Bikash Dash
Chief Financial Officer

Chennai
Date: 27.05.2019

OTCO INTERNATIONAL LTD

CIN:L17114KA2001PLC028611

Regd. Office:#1/1, 21st CROSS, C.M.H.ROAD, LAKSHMIPURAM, HALASURU, BANGALORE - 560008

Statement of Profit & Loss

for the year ended 31st March 2019

In Rupees

Particulars	Note	31-Mar-19	31-Mar-18
I) Revenue from Operations	16	2,532,735.00	265,391,640.00
II) Other Income	17	2,346,421.00	611,543.00
III) Total Revenue (I + II)		**4,879,156.00**	**266,003,183.00**
IV) Expenses			
Purchase of Stock in Trade		-	171,521,869.00
Direct Expenses	18	2,637,677.00	120,341,728.24
Changes in Inventories of Stock in Trade		(929,172.00)	(50,118,336.00)
Employee benefits expenses	19	4,398,421.00	3,120,606.50
Finance Costs	20	1,882,955.00	312,700.00
Depreciation and amortization expenses	4	195,227.00	254,302.00
Other expenses	21	3,578,153.69	2,967,603.16
Total Expenses (IV)		**11,763,261.69**	**248,400,472.90**
V) Profit Before Exceptional Item Tax (III-IV)		(6,884,105.69)	17,602,710.10
Exceptional Item		-	-
VI) Profit Before Tax		**(6,884,105.69)**	**17,602,710.10**
VII) Tax Expense:			
(1) Current tax	22	(2,467.00)	3,585,000.00
Less: MAT credit entitlement			-
(2) Deferred tax		63,922.00	(41,222.00)
Total Tax Expense		**61,455.00**	**3,543,778.00**
VIII) Profit/(Loss) for the period (VI-VII)		**(6,945,560.69)**	**14,058,932.10**
IX) Other Comprehensive Income			
(i) Items that will not be reclassified to statement of profit or loss		-	-
Total Comprehensive Income		**(6,945,560.69)**	**14,058,932.10**
Earnings per equity Rs.2 each on Profit for the year (VII)	23		
(31.03.2018 Face value of Rs.10/- each)			
-Basic		(0.54)	5.42
-Diluted		(0.54)	5.42
Notes forming part of the financial statements & standard Accounting Policies			

As per our report of the even date attached
for C.Ramasamy & B.Srinivasan
Chartered Accountants
Firm Registraion Number : 02957S

for and on behalf of the Board of Directors

Bagyalakshmi Thirumalai
Whole Time Director
Din:08186335

C.Ramasamy
Partner
Membership No:23714

Subrahmaniya Sivam Ramamurthy
Chairman and Director
Din:02393209

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Bikash Dash
Chief Financial Officer

Chennai
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OTCO INTERNATIONAL LTD

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Cash Flow Statement

for the year ended 31st March 2019

In Rupees

Particulars	31-Mar-19	31-Mar-18
A. Cash Flow From Operating Activities:		
Net profit before taxation and Extraordinary items	(6,884,105.69)	17,602,710.10
Adjustments for:		
Depreciation	195,227.00	254,302.00
(Profit)/Loss on sale of fixed assets	-	-
Interest Expenses	1,882,955.00	312,700.00
Interest Received	-	(611,543.00)
Rental Income	-	-
Operating profit before working capital changes	**(4,805,923.69)**	**17,558,169.10**
Movements in working capital:		
Adjustments for		
(Increase)/Decrease in Sundry Debtors and other receivable	-	-
(Increase)/Decrease in Loans & Advances	1,930,261.70	(5,012,550.78)
(Increase)/Decrease in Inventories	(929,172.00)	(50,118,336.00)
Increase/(Decrease) in Payables & Others	(7,769,410.00)	-
Increase/(Decrease) in Current Liabilites	1,106,722.00	10,486,286.00
Cash generated from operations	**(10,467,521.99)**	**(27,086,431.68)**
Direct taxes paid (net of refunds)		-
Cash flow before extraordinary items	**(10,467,521.99)**	**(27,086,431.68)**
Extraordinary item	-	
Net cash from operating activities	**(10,467,521.99)**	**(27,086,431.68)**
B. Cash Flow From Investing Activities		
Purchase of fixed assets	-	(777,209.00)
Sale of fixed assets	-	
Sale/(Purchase) of investments	-	
Interest received	-	611,543.00
Rental Income	-	-
Net cash used in investing acitivities	**-**	**(165,666.00)**
C. Cash Flows From Financing Activities		
Proceeds of Capital	-	-
Repayment of long term borrowings		-
Proceeds of short term borrowings	6,816,781.00	14,700,757.00
Interest paid	(1,882,955.00)	(312,700.00)
Net cash from financing activities	**4,933,826.00**	**14,388,057.00**
Net Increase In Cash And Cash Equivalents (A+B+C)	(5,533,695.99)	(12,864,040.68)
Cash and cash equivalents at the beginning of the year	5,673,990.33	18,538,031.01
Cash and cash equivalents at the end of the year	140,294.34	5,673,990.33

As per our report of the even date attached
for C.Ramasamy & B.Srinivasan
Chartered Accountants
Firm Registraion Number : 02957S

for and on behalf of the Board of Directors

Bagyalakshmi Thirumalai
Whole Time Director
Din:08186335

C.Ramasamy
Partner
Membership No:23714

Subrahmaniya Sivam Ramamurthy
Chairman and Director
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Company Secretary

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Independent Director
Din:07972670

Bikash Dash
Chief Financial Officer

Chennai
Date: 27.05.2019

OTCO INTERNATIONAL LTD

CIN:L17114KA2001PLC028611

Regd. Office:#1/1, 21st CROSS, C.M.H.ROAD, LAKSHMIPURAM, HALASURU, BANGALORE - 560008

Statement of changes in Equity

for the year ended 31st March 2019

a) Equity Share Capital				(In Rupees)
Equity Shares of Rs.10/- each issued, subscribed and fully paid			**No. of Shares**	**Value**
Balance as at April 1, 2017			2,593,624	**25,936,240.00**
Changes in equity share capital during the year, 2017-18				
Balance as at March 31, 2018			2,593,624	**25,936,240.00**
Changes in equity share capital during the year, 2018-19				
Balance as at March 31, 2019			1,29,68,120	**25,936,240.00**
b) Other Equity				(In Rupees)
Particulars	**Securities Premium Reserves**	**General Reserve**	**Retained Earnings**	**Total**
(a) Balance as at April 1, 2017	287,500.00	2,800,000.00	(17,994,764.99)	(14,907,264.99)
(b) Profit for the year			14,058,932.10	14,058,932.10
(c) Other Comprehensive income for the year, net of income tax	-	-	-	-
(d) Total Comprehensive income for the year (b)+(c)	-	-	14,058,932.10	14,058,932.10
(e) Balance as at March 31, 2018 (a)+(d)	287,500.00	2,800,000.00	(3,935,832.89)	(848,332.89)
(f) Profit for the year	-	-	(6,945,560.69)	(6,945,560.69)
(g) Other Comprehensive income for the year, net of income tax	-	-	-	-
(h) Total Comprehensive income for the year (f)+(g)	-	-	(6,945,560.69)	(6,945,560.69)
(i) Balance as at March 31, 2019 (e)+(h)	287,500.00	2,800,000.00	(10,881,393.58)	(7,793,893.58)

As per our report of the even date attached
for C.Ramasamy & B.Srinivasan
Chartered Accountants
Firm Registraion Number : 029575

for and on behalf of the Board of Directors

Bagyalakshmi Thirumalai
Whole Time Director
Din:08186335

C.Ramasamy
Partner
Membership No:23714

Subrahmaniya Sivam Ramamurthy
Chairman and Director
Din:02393209

Balakrishnan Ramasubramanian
Independent Director
Din:07661622

Deepak Kumar Dash
Company Secretary

Arun Dash
Independent Director
Din:07972670

Bikash Dash
Chief Financial Officer

Chennai
Date: 27.05.2019

Note 4 Property, Plant and Equipment

(In Rupees)

Particulars	Gross Block				Accumulated Depreciaitons				Net Block	
	Balance as at 01-Apr-18	Additions	Deletions	Balance as at 31-Mar-2019	Balance as at 01-Apr-18	Depreciation charge for the year	On Disposals	Balance as at 31-Mar-2019	Balance as at 31-Mar-2019	Balance as at 31-Mar-18
Tangible Assets										
Plant & Machinery	44,870.00			44,870.00	31,331.00	6,102.00	-	37,433.00	7,437.00	13,539.00
Furniture & Fixtures	165,121.00			165,121.00	21,872.00	37,087.00	-	58,959.00	106,162.00	143,249.00
Vehicles	660,609.00			660,609.00	206,308.00	141,878.00	-	348,186.00	312,423.00	454,301.00
Others										
Computers	104,310.00			104,310.00	90,153.00	8,942.00	-	99,095.00	5,215.00	14,157.00
Total	**974,910.00**	**-**	**-**	**974,910.00**	**349,664.00**	**194,009.00**	**-**	**543,673.00**	**431,237.00**	**625,246.00**

Note 4.1 Other Intangible Assets

(In Rupees)

Particulars	Gross Block				Accumulated Depreciaitons				Net Block	
	Balance as at 01-Apr-18	Additions	Deletions	Balance as at 31-Mar-2019	Balance as at 01-Apr-18	Depreciation charge for the year	On Disposals	Balance as at 31-Mar-2019	Balance as at 31-Mar-2019	Balance as at 31-Mar-18
Intangible Assets										
Computer Software	14,206.00			14,206.00	12,278.00	1,218.00	-	13,496.00	710.00	1,928.00
Total	**14,206.00**	**-**	**-**	**14,206.00**	**12,278.00**	**1,218.00**	**-**	**13,496.00**	**710.00**	**1,928.00**

Note 4 Property, Plant and Equipment

(In Rupees)

Particulars	Gross Block				Accumulated Depreciaitons				Net Block	
	Balance as at 01-Apr-17	Additions	Deletions	Balance as at 31-Mar-2018	Balance as at 01-Apr-17	Depreciation charge for the year	On Disposals	Balance as at 31-Mar-2018	Balance as at 31-Mar-2018	Balance as at 31-Mar-17
Tangible Assets										
Plant & Machinery	44,870.00			44,870.00	20,223.00	11,108.00	-	31,331.00	13,539.00	24,647.00
Furniture & Fixtures	48,521.00	116,600.00		165,121.00	12,562.00	9,310.00	-	21,872.00	143,249.00	35,959.00
Vehicles	-	660,609.00		660,609.00	-	206,308.00	-	206,308.00	454,301.00	-
Others										
Computers	104,310.00			104,310.00	65,882.00	24,271.00	-	90,153.00	14,157.00	38,428.00
Total	**197,701.00**	**777,209.00**	**-**	**974,910.00**	**98,667.00**	**250,997.00**	**-**	**349,664.00**	**625,246.00**	**99,034.00**

Note 4.1 Other Intangible Assets

(In Rupees)

Particulars	Gross Block				Accumulated Depreciaitons				Net Block	
	Balance as at 01-Apr-17	Additions	Deletions	Balance as at 31-Mar-2018	Balance as at 01-Apr-17	Depreciation charge for the year	On Disposals	Balance as at 31-Mar-2018	Balance as at 31-Mar-2018	Balance as at 31-Mar-17
Intangible Assets										
Computer Software	14,206.00			14,206.00	8,973.00	3,305.00	-	12,278.00	1,928.00	5,233.00
Total	**14,206.00**	**-**	**-**	**14,206.00**	**8,973.00**	**3,305.00**	**-**	**12,278.00**	**1,928.00**	**5,233.00**

Note 5 Other Financial Assets

(In Rupees)

Particulars	31-Mar-19		31-Mar-18	
	Non Current	Current	Non Current	Current
Other Advances	-	-	-	-
Advances to Staff and Others	-	9,800.00	-	173,770.00
Interest Receivable		-		56,615.00
Total	**-**	**9,800.00**	**-**	**230,385.00**

Note 6 Deferred Tax Assets/(Liabilities) (net)

(In Rupees)

Particulars	31-Mar-19	31-Mar-18
Tax Asset		
Fixed Assets: Impact of difference between tax depreciation and depreciation charged for the financial reporting		63,922.00
Total Tax Liabilities (ii)	**-**	**63,922.00**
Total (i)-(ii)	**-**	**63,922.00**

Note 7 Other Current Assets

(In Rupees)

Particulars	31-Mar-19		31-Mar-18	
	Non Current	Current	Non Current	Current
Other Advances	5,100,000.00		-	5,100,000.00
Balance with Statutory Authorities	-	400,434.08	-	652,605.78
Advance to Suppliers	-	-	-	1,200,360.00
Income Tax	-	50,655.00	-	307,800.00
Total	**5,100,000.00**	**451,089.08**	**-**	**7,260,765.78**

Note 8 Inventories

(In Rupees)

Particulars	31-Mar-19		31-Mar-18	
	Non Current	Current	Non Current	Current
Stock of Land	-	51,047,508.00	-	50,118,336.00
Total	**-**	**51,047,508.00**	**-**	**50,118,336.00**

Note 9 Cash and Cash Equivalents

(In Rupees)

Particulars	31-Mar-19	31-Mar-18
9.1 Balances with Banks		
In Current Accounts	65,804.34	88,635.33
Cash on hand	74,490.00	85,355.00
Total (i)	**140,294.34**	**173,990.33**
9.2 Other Bank Balance other than above		
Fixed Deposits		5,500,000.00
Total (ii)	**-**	**5,500,000.00**
Total (i)+(ii)	**140,294.34**	**5,673,990.33**

Note 10 Equity Share Capital

(In Rupees)

Particulars	31-Mar-19	31-Mar-18
Authorised Share Capital		
1,50,00,000 Equity Shares of Rs. 2/- each	30,000,000.00	
(30,00,000 Equity Shares of Rs. 10/- each)		30,000,000.00
Issued, Subscribed and Paid up		
1,29,68,120 Equity Shares of Rs. 2/- each	25,936,240.00	
(25,93,624 Equity Shares of Rs. 10/- each)	-	25,936,240.00
Total	**25,936,240.00**	**25,936,240.00**

10.1 Reconciliation of Shares outstanding at the beginning and at the end of reporting period

Particulars	31-Mar-19	31-Mar-18
At the beginning of the year	2,593,624	2,593,624
Add: Share issued during the year - Split from Rs.10/- Rs.2/- each	10,374,496	-
At the end of the year	**12,968,120**	**2,593,624**

a) The company has issued only one class of equity shares having a par value of Rs.2/- per share. Each holder of equity share is entitled to one vote per share.

10.2 Details of Shareholders holding more than 5% shares in the company

Particulars	31-Mar-19		31-Mar-18	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Pradeep Kumar Panda	9,624,085	74.21%	1,924,817	74.21%

Note 11 Other Equity

(In Rupees)

Particulars	31-Mar-19	31-Mar-18
Share Preimium	287,500.00	287,500.00
General Resereve	2,800,000.00	2,800,000.00
Retained Earnings	(10,881,393.58)	(3,935,832.89)
Total	**(7,793,893.58)**	**(848,332.89)**

11.1 Share Premium

(In Rupees)

Particulars	31-Mar-19	31-Mar-18
Balance at the beginning of the year	287,500.00	287,500.00
Add: Received against share issued	-	-
Balance at the end of the year	**287,500.00**	**287,500.00**

11.2 General Reserve

(In Rupees)

Particulars	31-Mar-19	31-Mar-18
Balance at the beginning of the year	2,800,000.00	2,800,000.00
Balance at the end of the year	**2,800,000.00**	**2,800,000.00**

11.3 Retained Earnings

(In Rupees)

Particulars	31-Mar-19	31-Mar-18
Balance at the beginning of the year	(3,935,832.89)	(17,994,764.99)
Add: Profit for the year	(6,945,560.69)	14,058,932.10
Balance at the end of the year	**(10,881,393.58)**	**(3,935,832.89)**

Note 12 Borrowings

(In Rupees)

Particulars	31-Mar-19		31-Mar-18	
	Non Current	Current	Non Current	Current
Secured				
Long term Deferred Liabilities				
Total Secured (i)	**-**	**-**	**-**	**-**
Unsecured				
Inter Corporate Loans	-	21,517,538.00	**-**	14,700,757
Total Unsecured (ii)	**-**	**21,517,538.00**	**-**	**14,700,757**
Total	**-**	**21,517,538.00**	**-**	**14,700,757**
Above intercorporate loans are short term in nature which are repayable within 1 year				

Note 13 Provisions

(In Rupees)

Particulars	31-Mar-19		31-Mar-18	
	Non Current	Current	Non Current	Current
Employee Benefits - Gratuity payable	-	-	-	-
Provision for Taxation	-	-	-	225,517.00
Total	**-**	**-**	**-**	**225,517.00**

Note 14 Trade Payables

(In Rupees)

Particulars	31-Mar-19	31-Mar-18
Trade Payables - For Services	12,935,344.00	20,621,965.00
Trade Payables - For Expenses	1,781,235.00	1,864,024.00
Total	**14,716,579.00**	**22,485,989.00**

Note 15 Other current liabilities

(In Rupees)

Particulars	31-Mar-19	31-Mar-18
Expenses Payables	20,377.00	21,000.00
Statutory Dues	233,798.00	1,453,403.00
Advance Received	2,550,000.00	-
Total	**2,804,175.00**	**1,474,403.00**

Note 16 Revenue from Operations

(In Rupees)

Particulars	31-Mar-19	31-Mar-18
Sale Of Services	2,532,735.00	7,500,000.00
Sales	-	257,891,640.00
	2,532,735.00	**265,391,640.00**

Note 17 Other Income

(In Rupees)

Particulars	31-Mar-19	31-Mar-18
Interest Income	-	611,543.00
Sundry Credits Written Back	2,346,421.00	-
Total	**2,346,421.00**	**611,543.00**

Note 18 Direct Expenses

(In Rupees)

Particulars	31-Mar-19	31-Mar-18
Brokerage	-	25,000,000.00
Consultancy Charges	204,847.00	24,013,362.38
Contract Expenses	2,432,830.00	71,328,365.86
Total	**2,637,677.00**	**120,341,728.24**

Note 19 Employee Benefits Expense

(In Rupees)

Particulars	31-Mar-19	31-Mar-18
Salaries, Wages, Bonus, Exgratia etc	4,095,339.00	2,661,776.00
Director's Remuneration	206,300.00	323,288.00
Employees Welfare Expenses	96,782.00	135,542.50
Total	**4,398,421.00**	**3,120,606.50**

Note 20 Finance Cost

(In Rupees)

Particulars	31-Mar-19	31-Mar-18
Interest Costs	1,882,955.00	312,700.00
Total	**1,882,955.00**	**312,700.00**

Note 21 Other Expenses

(In Rupees)

Particulars	31-Mar-19	31-Mar-18
Advertisement and Suscription	94,947.00	44,040.00
Audit Fees	250,000.00	250,000.00
Books and Periodicals	160.00	1,759.00
Depository Service Charges - CDSL	40,610.00	21,500.00
Depository Service Charges - NSDL	24,230.00	105,000.00
Listing Fees	250,000.00	250,000.00
Legal and Professional Fees	1,382,355.00	279,375.00
Misc Expenses	59,188.04	45,693.41
Postage and Courier Charges	1,563.00	30,192.00
Printing and Stationery	46,283.00	237,099.00
Office Exp	66,911.00	163,970.00
Office Rent	181,000.00	62,500.00
Telephone Charges	56,063.78	45,460.41
Web Designing Charges	16,643.00	5,000.00
Meeting Expenses	91,762.00	43,643.00
Rates & Taxes	-	666,173.08
RTA Expenses	66,176.00	58,312.00
Travelling Expenses	322,986.56	428,934.76
Bank charges	1,365.31	10,780.50
Repairs & Maintenance	30,805.00	124,919.00
Electricity Charges	12,020.00	18,252.00
Sitting Fees	225,000.00	75,000.00
Insurance	13,071.00	-
Business Promotion	345,014.00	-
Total	**3,578,153.69**	**2,967,603.16**
Payment to Auditors		
As Auditor		
For Audit Fee	200,000.00	200,000.00
For Taxation Matters	50,000.00	50,000.00
Total	**250,000.00**	**250,000.00**

Note 22 Income tax relating to continuing operations

(In Rupees)

Particulars	31-Mar-19	31-Mar-18
Profit before tax	(6,884,105.69)	17,602,710.10
Enacted tax rates in India	27.5525%	27.5525%
Income tax expenses calculated at the applicable rate	-	4,850,000.00
Tax Expenses reconginsed during the year	-	3,585,000.00
Differential Tax Impact	-	(1,265,000.00)
Income Tax Reconciliation		
Differential Tax Impact due to the Following (tax benefit)/tax Expenses		
Depreciation & amortisation not allowable under Income Tax provisions	-	44,000.00
Disallowance/(allowance) of expenses on TDS Payments	-	(12,000.00)
Adjustment of brought forward Loss	-	(2,924,000.00)
MAT Tax Payment	-	1,627,000.00
Total	**-**	**(1,265,000.00)**

Note 23 Earnings Per Share

In terms of Ind AS-33 on " Earning Per Share" the calculation of EPS is given below:-

Particulars	31-Mar-19	31-Mar-18
Profit as per the Statement of Profit & Loss	(6,945,560.69)	14,058,932.10
Profit Available for Equity Shareholders	(6,945,560.69)	14,058,932.10
Weighted Average number of Equity Shares outstanding during the year	12,968,120	2,593,624
Nominal Value of Equity Shares (Rs.)	25,936,240.00	25,936,240.00
Basic and Diluted Earnings per Share (EPS)	(0.54)	5.42

Note 24 Contingent Liabilities & Commitments

Particulars	31-Mar-19	31-Mar-18
A.Contingent Liabilities		
a) No Provision is considered necessary for disputed income tax, sales tax, service tax, excise duty and customs duty demands which are under Various stages of appeal proceedings as given below	-	-
i. Income tax Act , 1961	-	-
ii. Central Sales Tax Act,1956 & Local Sales Tax laws of various states	-	-
iii. Central Excise Act,1944	-	-
iv. Service Tax Act, 1994	-	-
In respect of the above demands disputed by the Company, appeals filed are pending before respective appellate authorities. Outflows, if any, arising out of these claims would depend on the outcome of the decision of the appellate authorities and the Company's rights for furture appeals. No reimbursement expected.		
B.Commitments :	-	-
Estimated amount of contracts remaining to be executed (net of advance) :	-	-
i. Towards Purchase of Assets	-	-
C.The company did not have any long term contracts and there were no losses on derivative contracts.	-	-
	-	-

Note 25 Expenditure in Foreign Currency

Particulars	31-Mar-19	31-Mar-18
Value of Imports (CIF Value Basis)	-	-
Foreign Travel Expenses	-	-

Note 26 Related Party Disclosures

Listed of Related Parties

Related party relationships are as identified by the Management and relied upon by the Auditors

Key Management Personnel	Designation
1. Bagyalakshmi Thirumalai	Wholetime Director w.e.f. 27.07.2018
2. Subramaniya Sivam Ramamurthy	Independent Director
3. Chinnamma Pullattu Mathew	Wholetime Director Upto 27.07.2017
4. Balakrishnan Ramasubramanian	Independent Director
5. Arun Dash	Independent Director
6. Bikash Dash	Chief Financial Officer
7. Deepak Kumar Dash	Company Secretary

Other Related parties	Relation
1. Pradeep Kumar Panda	Promoter

A. Transactions during FY 2018-19

Particulars	Amount	Nature
Subramaniya Sivam Ramamurthy	75,000.00	Sitting Fees
Balakrishnan Ramasubramanian	75,000.00	Sitting Fees
Arun Dash	75,000.00	Sitting Fees
Bagyalakshmi Thirumalai	182,600.00	Remuneration
Chinnamma Pullattu Mathew	23,700.00	Remuneration
Deepak Kumar Dash	419,631.00	Salary
Bikash Dash	285,060.00	Salary

A. Transactions during FY 2017-18

Particulars	Amount	Nature
Subramaniya Sivam Ramamurthy	25,000.00	Sitting Fees
Chinnamma Pullattu Mathew	25,000.00	Sitting Fees
Balakrishnan Ramasubramanian	25,000.00	Sitting Fees
Bikash Dash	270,955.00	Salary
Shaine Sunny Mudaplakkal	323,288.00	Remuneration
Manish Chetani	169,705.00	Salary
Deepak Kumar Dash	289,097.00	Salary
Pradeep Kumar Panda	10,000,000.00	Professional Fees

Note 27 Financial Instruments

(i) Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's Capital management is to maximise the shareholder value

The Company's objective when managing capital are to

- Safeguard their ability to continue as a going concern, so that they can continue to provide return for shareholders and benefits for other stakeholders and
- Maintain an optimal capital structure to reduce the weighted average cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares, or sell non-core assets to reduce the debt.

Debt to Equity ratio

Particulars	As at	
	31-Mar-19	31-Mar-18
Debt	21,517,538	14,700,757
Equity	18,142,346	25,087,907
Debt to Equity ratio	**1.19**	**0.59**

ii) Categories of financial instruments

Particulars	As at	
	31-Mar-19	31-Mar-18
A. Financial assets		
Measured at fair value through Profit or Loss FVTPL) - Mandatorily measured:		
- Equity and other investments	-	-
Measured at Amortised cost		
- Cash and bank balances	140,294	5,673,990
- Other financial assets	9,800	230,385
Measured at fair value through Other Comprehensive Income (FVTOCI)		
- Investments in equity instruments designated upon initial recognition	-	-
Measured at cost		
- Investments in Equity instruments in subsidiaries, joint ventures and associate	-	-
B. Financial liabilities		
Measured at amortised cost (including trade payable balances)	36,234,117	37,186,746

OTCO INTERNATIONAL LTD
NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS ON 31.03.2019

1. Corporate information

OTCO International (the 'Company') is a public limited company and incorporated in India under the provisions of the Companies Act. Its shares are listed on BSE Ltd in India. The registered office of the company is located at Bengaluru, India.

The Standalone financial statements were approved for issue by the Board of Directors on 27.05.2019

2. Application of new and revised Ind AS

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notifued under the Companies (Indian Accounting Standards) Rules, 2015. The Financial statements have been prepared under the historical cost basis, except for the following assets & liabilities which has been measured at fair value, (i) Net book value of the fixed assets as on 01.04.2016 is considered as deemeed cost. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Company's management evaluates all recently issued or revised accounting standards on an on-going basis. The financial statements are presented in Indian Rupees ('INR'). Where changes are made in presentation, the comparative figures of the previous year are regrouped and re-arranged accordingly.

3. Significant accounting policies

3.1 Basis of preparation and presentation

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

3.2 Use of estimates

In Preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.
Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recongnised prospectively.

Judgements are made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements.
Assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment are reviewed on an ongoing basis.

3.3 Inventories

Inventories are valued at the lower of cost (e.g. on FIFO / weighted average basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale.

3.4 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

3.5 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

3.6 Depreciation and Amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets has been provided on the written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013. except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.:

Office Equipments - 5 Years
Furniture & Fittings - 10 Years
Vehicles - 8 years
Computers and data processing equipment - 3 years

The company have Intangible Assets which is amortised over the period of 3 years.

3.7 Revenue recognition

Sale of goods

Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales exclude sales tax, value added tax & GST wherever applicable. Company is not covered under Central Excise.

Income from services

Revenues from contracts priced on a time and material basis are recognised when services are rendered and related costs are incurred. Revenues from turnkey contracts, which are generally time bound fixed price contracts, are recognised over the life of the contract using the proportionate completion method, with contract costs determining the degree of completion. Foreseeable losses on such contracts are recognised when probable.

3.8 Other income

Interest income is accounted on accrual basis.

3.9 Property, Plant and Equipment (Tangible / Intangible)

Property, Plant & Equipment are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Subsequent expenditure on fixed assets after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Fixed assets acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash consideration. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident.

3.10 Foreign currency transactions and translations

The Company doesn't have any foreign currency transactions.

3.11 Government grants, subsidies and export incentives

The Company doesn't have any Government Grants, Subsidy & Export Incentives.

3.12 Investments

The Company doesn't have any investments.

3.13 Employee Benefits

A. Short-term employee benefits

Short-term employee benefits for the services rendered by employees are recognised during the period when the services are rendered.

B. Post Employment benefits

Defined contribution plan

Provident fund

The Company is not covered under Employees provident fund act and employee state insurance scheme.

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Defined benefit plans

Gratuity

The company is not covered under Gratuity Act.

3.14 Borrowings

Borrowings are initially recognised at net of transaction cost incurred and measured at amortised cost any difference between the proceeds (Net of transaction cost) and the redemption amount is reconsidered in the statement of profit & loss over the period of borrowings using the effective Interest Method.

3.15 Borrowing costs

Interest and other borrowing cost attributable to qualify assets are capitalised when applicable. Other interest and borrowing costs are charged to statement of Profit & Loss.

3.16 Segment reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit /loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance. During the year the company has only one segment.

3.17 Earnings per share

Basic earnings per share
Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of exceptional items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted Earnings per Share

Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of exceptional items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares.

3.18 Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an

asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their reliability. In the View of the uncertainty of earning profits in future deferred tax asset has not been recognised.

3.19 Impairment of assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each financial year even if there is no indication that the asset is impaired:
(a) an intangible asset that is not yet available for use; and (b) an intangible asset that is amortised over a period exceeding ten years from the date when the asset is available for use.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a devalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognised.

3.20 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of

which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

3.21 GST input credit

Service tax/GST input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilising the credits.

3.22 Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

As per our report of the even date attached
for C.Ramasamy & B.Srinivasan
Chartered Accountants
Firm Registration Number: 02957S

for and on behalf of the Board of Directors

Bagyalakshmi Thirumalai
Whole Time Director
Din: 08186335

C.Ramasamy
Partner
Membership No: 023714

Subrahmaniya Sivam Ramamurthy
Chairman and Director
Din: 02393209

Arun Dash
Independent Director
Din: 07972670

Chennai
Date: 27.05.2019

Balakrishnan Ramasubramanian
Independent Director
Din: 07661622

Bikash Dash
Chief Financial Officer

Deepak Kumar Dash
Company Secretary

Notes

OTCO INTERNATIONAL LIMITED

CIN: - L17114KA2001PLC028611,
Registered Office: 1/1,21st Cross, C.M.H Road, Lakshmipuram, Halasuru, Bangalore-560008,
Karnataka, India. Phone: Tel: 080-25296825, +919789053807
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]

Name: -	
Address: -	
Folio No:	
DP ID:	
Client ID:	
No. of Shares:	

I / We being the Member(s) of Otco International Limited holding …….. Equity Shares, hereby appoint

1.Name……email id;-……

Address;--…… signature;-…….....….

2. Name……email id;-……

Address;--…… signature;-…….....……

3. Name……email id;-……

Address;--…… signature;-…….....….

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 38th Annual General Meeting of OTCO INTERNATIONAL LIMITED will be held on Saturday, 21st September, 2019 at 11.30 A.M. at Mew Ladies Club, 17th Cross (between 4th & 6th Main), Malleswaram, Bengaluru -560055, Karnataka and at any adjournment thereof in respect of resolutions mentioned in the notice.

Signed this……. day of …….2019

Affix Rs.1/- Revenue stamp

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Signature of Member Signature of Proxy holder

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.

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OTCO

Evolving With Passion

OTCO INTERNATIONAL LIMITED

CIN: L17114KA2001PLC028611
Registered Office: 1/1, 21 st Cross, C M H Road, Lakshmipuram, Halasuru, Bangalore - 560008
Tele: +91 9789053807, Email: info@otcointernational.in, Website: www.otcointernational.in

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ATTENDANCE SLIP
38th ANNUAL GENERAL MEETING

Date: 21st September 2019 Time: 11:30 A.M.
Venue: MEWS Ladies Club, No.37, BHOOMA, 17th Cross, 4th & 6th Main,
Malleswaram, Bengaluru – 560 055

This attendance slip duly filled in to be handed over at the entrance of the meeting hall

Name of the attending Member (in block letters):.....

Members' Folio Number: .....

Client I.D. No: .....

D.P.I.D No: .....

Name of the Proxy (in Block Letters, to be filled in if the proxy attends instead of the members)

.....

No. of Shares held: .....

I hereby record my presence at the Thirty Eight Annual General Meeting of the Company held on Saturday the 21st September, 2019, at 11:30 A.M. at MEWS Ladies Club, No.37, BHOOMA, 17th Cross, 4th & 6th Main, Malleswaram, Bengaluru – 560 055.

Signature of Member / Proxy

The electronic voting particulars are set out below:

EVSN (Electronic Voting Sequence Number)	PAN No./SEQ.No.	USER ID	PASSWORD
190730006			Refer AGM Notice

E-voting facility is available during the following voting period

Commencement of e-voting	**End of e-voting**
September 18,2019 (9:00 A.M)	September 20,2019 (5.00 P.M)