OTCO

Evolving With Passion

OTCO INTERNATIONAL LIMITED

45th ANNUAL REPORT

FY 2025-26

CONTENTS

CORPORATE INFORMATION

<table>
<tr><td>Registered Office</td><td colspan="2">OTCO INTERNATIONAL LIMITED
Ground Floor, P-41, 9A Main, LIC Colony, Jeevanbhima Nagar,
HAL 3rd Stage, New Thippasandra, Bangalore-560075
Karnataka, India
Tel: 080-25296825, +91 9789053807</td></tr>
<tr><td>Corporate Office</td><td colspan="2">New No. 30, Old No. 43
1st Main Road East, Shenoy Nagar,
Chennai – 600030, Tamil Nadu, India
Tel: +91 9789053807</td></tr>
<tr><td>CIN</td><td colspan="2">L17114KA2001PLC028611</td></tr>
<tr><td rowspan="6">Board of Directors</td><td>Name</td><td>Designation</td></tr>
<tr><td>Mr. Arun Dash (DIN: 07972670)</td><td>Director (Non-Executive & Independent) & Chairman</td></tr>
<tr><td>Mrs. Bagyalakshmi Tirumalai
(DIN: 08186335)</td><td>Whole time Director (Executive & Non-Independent)</td></tr>
<tr><td>Mr. Alok Dash (DIN: 06488622)</td><td>Director (Non-Executive & Independent with effect from 13.08.2025)</td></tr>
<tr><td>Mr. Krishnanivas Rajamohan Nair Sailesh (DIN: 03617043)</td><td>Director (Non-Executive & Non-Independent)</td></tr>
<tr><td>Mr. Shaine Mundaplakkal Sunny
(DIN: 06429415)</td><td>Director (Non-Executive & Independent) (Resigned with effect from 13.08.2025)</td></tr>
<tr><td>Company Secretary &
Compliance Officer</td><td colspan="2">Ms. Madhusmita Panda (Redesignated with effect from 13.05.2025)
Mr. Raj Kishor Chourasia (Resigned with effect from 05.05.2025)</td></tr>
<tr><td>Chief Financial Officer</td><td colspan="2">Ms. Sneha Pandda (Appointed with effect from 13.05.2025)
Ms. Madhusmita Panda (Redesignated with effect from 13.05.2025)</td></tr>
<tr><td>Statutory Auditors</td><td colspan="2">M/s B.N. MISRA & CO.
Chartered Accountants
Sukruthi, No.45/22, 3rd Main Road
R.A.Puram, Chennai-600028
Ph. – (044) 65323259
E-mail : bnmisraandco@gmail.com
M. – 9840049936
Fax No. – 044-24959583</td></tr>
<tr><td>Secretarial Auditors</td><td colspan="2">V. Nagarajan., Practicing Company Secretary,
New No. 29 Kavarai Street,
(Near AMR Kalyana Mandapam),
West Mambalam, Chennai 600 033.
Ph: +91 099401 11058
Mail id: csnagamca@gmail.com</td></tr>
<tr><td>Bankers</td><td colspan="2">ICICI BANK LIMITED
PUNJAB NATIONAL BANK</td></tr>
</table>

<table>
<tr><td>Listed on</td><td colspan="2">BSE Limited</td></tr>
<tr><td>Share Transfer Agent</td><td colspan="2">Integrated Registry Management Services Private 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</td></tr>
<tr><td>Website</td><td colspan="2">www.otco.in</td></tr>
<tr><td>E-mail</td><td colspan="2">info@otco.in</td></tr>
<tr><td>Demat ISIN Number in NSDL & CDSL</td><td colspan="2">INE910B01028</td></tr>
<tr><td rowspan="3">Committees of the Board</td><td>Audit Committee</td><td>Mr. Arun Dash- Chairman (Non-Executive & Independent Director)

Mr. Alok Dash- Member (Non-Executive & Independent Director)

Ms. Bagyalakshmi Thirumalai - Member (Whole time Director - Executive & Non-Independent)</td></tr>
<tr><td>Nomination & Remuneration Committee</td><td>Mr. Arun Dash- Chairman (Non-Executive & Independent Director)

Mr. Alok Dash- Member (Non-Executive & Independent Director)

Mr. Krishnanivas Rajamohan Nair Sailesh - Member (Non-Executive & Non-Independent Director)</td></tr>
<tr><td>Stakeholders Relationship Committee</td><td>Mr. Arun Dash- Chairman (Non-Executive & Independent Director)

Ms. Bagyalakshmi Thirumalai - Member (Whole time Director - Executive & Non-Independent)

Mr. Krishnanivas Rajamohan Nair Sailesh- Member (Non-Executive & Non-Independent Director)</td></tr>
</table>

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OTCO INTERNATIONAL LIMITED

Registered office: - Ground Floor, P-41, 9A Main, LIC Colony, Jeevanbhima Nagar, HAL 3rd Stage, New Thippasandra, Bangalore-560075, Karnataka, India
Website: -www.otco.in, Email: - info@otco.in
CIN: - L17114KA2001PLC028611

Notice

Notice is hereby given that the 45th Annual General Meeting of the members of OTCO INTERNATIONAL LIMITED will be held on Thursday, the 17th Day of September, 2026 at 11.00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31st, 2026, the Statement of Profit & Loss and Cash Flow Statement, for the year ended 31st March, 2026 together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.

2. To appoint a director in place of Mrs. Bagyalakshmi Thirumalai (DIN: 08186335) who retires by rotation and being eligible, offers herself for re-appointment. (Brief Profile: ***Annexure A*** to this Notice).

SPECIAL BUSINESS

3. **ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of sections 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, consents, permissions and sanctions as may be required from the Registrar of Companies and/or any other statutory or regulatory authority, if any the consent and approval of the members of the Company be and is hereby accorded to alter the Object Clause of the Memorandum of Association of the Company by substituting the existing Clause 3(a) and Clause 3(b) with the following new clauses:

3(a) Main Objects:

1. To develop, own, operate, manage, license and commercialise technology-enabled platforms, software applications, digital marketplaces, online portals and technology solutions for facilitating mobility, transportation, vehicle aggregation, fleet management, e-commerce, business-to-business (B2B), business-to-consumer (B2C) and consumer-to-consumer (C2C) transactions, and to act as an aggregator, facilitator, consultant, agent and service provider in relation thereto; and to undertake research, design, development, manufacture, integration, testing, deployment, maintenance, licensing and commercialisation of software, hardware, artificial intelligence, machine learning, Internet of Things (IoT), robotics, automation, cybersecurity, electronics, communication technologies, data analytics and other emerging and advanced technologies.

2. To carry on the business of researching, developing, manufacturing, processing, formulating, producing, importing, exporting, purchasing, selling, distributing, marketing, supplying, trading and otherwise dealing in all kinds of pharmaceutical, medicinal, therapeutic, biological, biotechnological, nutraceutical, healthcare and allied products, including active pharmaceutical ingredients (APIs), intermediates, bulk drugs, formulations, generic and specialty medicines, vaccines, veterinary products and other healthcare products, and to establish, acquire, develop, operate and maintain pharmaceutical manufacturing facilities, research and development centres, laboratories and testing facilities and undertake contract research, contract development and manufacturing and other allied activities, subject to applicable laws, licences, approvals and regulatory requirements.

3. To carry on the business of acquiring, purchasing, taking on lease, license or otherwise obtaining, developing, constructing, building, owning, operating, managing, leasing, licensing, selling, transferring and otherwise dealing in residential, commercial, industrial, institutional, agricultural and other real estate properties and projects, including land, plots, buildings, apartments, offices, warehouses, farms, plantations, orchards and other immovable properties, and to undertake agriculture, farming, horticulture, cultivation, plantation, organic farming and allied activities and to produce, process, store, market, distribute, import, export, purchase, sell and otherwise deal in agricultural and horticultural produce, subject to applicable laws.

4. To develop, establish, acquire, design, construct, own, operate, maintain and manage renewable and clean energy projects including solar, wind, hybrid energy systems, battery energy storage systems, green energy projects and other clean energy initiatives, and to generate, transmit, distribute, purchase, sell, exchange, trade and deal in electricity, power and other forms of energy and related products, services, environmental attributes, renewable energy certificates and carbon credits, subject to applicable laws and to carry on the business of engineering, procurement, construction (EPC), turnkey projects, consultancy, project management, operation and maintenance services in relation to power generation, transmission, distribution, substations, electrical installations, renewable energy, industrial and electrical infrastructure projects and other allied infrastructure, and to undertake modernization, renovation, refurbishment, testing, certification, training, automation and digital transformation projects in India and abroad.

5. To carry on the business of research, design, development, manufacture, assembly, integration, modernization, maintenance, repair, import, export, supply, trading and dealing in defence, aerospace, homeland security and strategic technologies, products, systems and services, including defence electronics, military hardware and software, drones, unmanned systems, surveillance and reconnaissance systems, secure communication systems, avionics, radar, navigation, command and control systems, simulation systems, cyber defence systems and allied equipment, and to undertake research and development, system integration, consultancy, engineering and technical services in connection therewith, subject to applicable laws and requisite governmental approvals and to undertake, promote, establish, acquire and operate research and

development, innovation, testing, prototyping and technology development centres and laboratories, and to conduct research, design, development, engineering, testing, certification, consultancy, technical advisory, project management, system integration, training, operation and maintenance activities in the fields of renewable energy, power, electrical and industrial infrastructure, digital technologies, artificial intelligence, robotics, automation, electronics, cybersecurity, defence, aerospace, mobility and other emerging technologies; and to develop, acquire, own, protect, license, transfer, commercialise and otherwise deal in patents, copyrights, trademarks, designs, know-how, technology and other intellectual property rights, in India and abroad, subject to applicable laws.

"3(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:

1. To acquire, purchase, take on lease, hire, exchange, license, develop, construct, erect, maintain, alter, improve, equip, manage, sell, transfer or otherwise deal with lands, buildings, offices, warehouses, workshops, plants, machinery, vehicles, equipment, tools, furniture, fixtures and other movable and immovable properties required for the business of the Company.

2. To recruit, appoint, employ, train, develop, engage, contract, retain and remunerate personnel, consultants, advisors, technicians, engineers, managers, security personnel, operators, administrative staff, professionals and other employees necessary for carrying on the business of the Company.

3. To establish, maintain, operate and manage offices, branches, depots, training centers, service centers, control rooms, data centers and other establishments in India and abroad for the efficient conduct of the Company's business.

4. To enter into agreements, contracts, joint ventures, strategic alliances, consortium arrangements, public-private partnerships, franchises, agency arrangements, technical collaborations and other business arrangements with any individual, firm, company, government authority, institution or organization.

5. To apply for, obtain, purchase, acquire, register, lease, license, protect, renew, use, sell, assign or otherwise deal with patents, trademarks, copyrights, designs, trade names, software, know-how, technical information, intellectual property rights and proprietary rights.

6. To purchase, lease, hire, maintain, operate and manage vehicles, fleets, communication systems, surveillance equipment, security systems, machinery, computers, hardware, software, networking equipment and other assets necessary for the Company's operations.

7. To undertake research, development, testing, innovation, digitization, automation and technological advancement in relation to the Company's businesses and services.

8. To establish and maintain training institutes, skill development centers and educational facilities for imparting training, certification and professional development to employees, workers and other persons.

9. To borrow, raise, secure or receive money or financial assistance from banks, financial institutions, government agencies, investors or other persons and to secure repayment thereof by mortgage, charge, hypothecation, lien or other securities over the assets of the Company.

10. To open, operate and maintain bank accounts of all kinds and to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, hundis, debentures and other negotiable or transferable instruments.

11. To invest and deal with the surplus funds of the Company in such manner as may be considered expedient and in accordance with applicable laws.

12. To apply for, obtain, renew and maintain all approvals, licenses, permits, registrations, certifications, accreditations and permissions required for carrying on the business of the Company.

13. To participate in tenders, bids, auctions, requests for proposals and procurement processes of government departments, public sector undertakings, local authorities, statutory bodies and private entities.

14. To act as contractors, subcontractors, consultants, advisors, service providers, operators, agents, representatives, franchisees or concessionaires in relation to the business activities of the Company.

15. To import, export, purchase, sell, manufacture, assemble, distribute, install, maintain and otherwise deal in materials, equipment, machinery, components, software and products required for the Company's business.

16. To establish, maintain and operate digital platforms, mobile applications, websites, portals, databases, cloud infrastructure and information technology systems for conducting and promoting the business of the Company.

17. To insure the assets, properties, contracts, employees, liabilities and operations of the Company against any insurable risks and to undertake risk management activities.

18. To institute, defend, compromise, settle, refer to arbitration or otherwise deal with any legal proceedings, claims, disputes or matters affecting the Company.

19. To acquire, promote, incorporate, amalgamate with, merge into, collaborate with, invest in, subscribe to or otherwise assist any company, firm, body corporate or undertaking carrying on activities similar, ancillary or conducive to the objects of the Company.

20. To undertake corporate social responsibility activities, sustainability initiatives, environmental protection measures and community development programs in accordance with applicable laws.

21. To pay all costs, charges and expenses incurred in connection with the incorporation, registration, promotion and establishment of the Company and the acquisition of any business or assets by the Company.

22. To do all such other lawful acts, deeds, matters and things as are incidental or conducive to the attainment of the above objects or any of them.

23. To establish, provide, maintain and conduct or otherwise subsidize research laboratories, training centres, workshops, schools, colleges, libraries, reading rooms and other institutions for the benefit of the employees, customers and the public and to award scholarships, grants and incentives for the promotion of education, skill development and research.

24. To undertake and execute any trusts, the undertaking of which may seem desirable and either gratuitously or otherwise.

25. To subscribe, contribute, donate or guarantee money for any charitable, benevolent, scientific, national, cultural, educational, social, public, general or useful object or purpose and to support institutions, funds and associations engaged in such activities.

26. To enter into any arrangement with any Government, State, municipal, local or other authority or any person or company that may appear conducive to the Company's objects and to obtain from any such authority any rights, privileges and concessions.

27. To establish, promote or assist in establishing or promoting and to subscribe to or otherwise assist any company, association, institution, fund or trust whose objects are wholly or partly similar to those of the Company or which may be beneficial to the Company.

28. To acquire and undertake the whole or any part of the business, property, assets and liabilities of any person, firm, body corporate or undertaking carrying on any business which the Company is authorized to carry on.

29. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the undertaking, properties, rights and assets of the Company.

30. To amalgamate, merge, enter into partnership, joint venture, collaboration or any arrangement for sharing profits, union of interests, reciprocal concessions or cooperation with any person, firm or company carrying on or engaged in any business capable of being conducted so as directly or indirectly to benefit the Company.

31. To do all such lawful acts, deeds, matters and things as are incidental, ancillary or conducive to the attainment of the foregoing objects or any of them and which are not inconsistent with the provisions of the Companies Act, 2013 or any statutory modification or re-enactment thereof."

RESOLVED FURTHER THAT any Director of the Company and/ or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities along with the Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs or such other Authority arising from or incidental to the said amendment and to delegate all or any of the powers conferred herein as they may deem fit."

4. TO INCREASE THE LIMITS OF BORROWING BY THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof duly constituted by the Board to exercise the powers conferred upon the Board by this

Resolution) to borrow from time to time, any sum or sums of money, which, together with the monies already borrowed by the Company, may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business, provided that the total amount so borrowed and outstanding at any time by the Company, together with its subsidiaries and/or associates taken together, shall not exceed Rs. 100 Crores (Rupees One Hundred Crores only) or such higher limit as may be prescribed under Section 180(1)(c) of the Act, whichever is higher.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of borrowing, filing of necessary forms, returns, applications and submissions under the Act to give effect to this Resolution."

5. **TO SEEK APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof duly constituted by the Board to exercise the powers conferred upon the Board by this Resolution) to sell, lease or otherwise dispose of, in any manner, including by way of mortgaging, hypothecating, pledging or creating charge, lien or encumbrance in any manner whatsoever, on all or any part of the present and future movable and/or immovable properties or assets of the Company, or the whole or substantially the whole of any undertaking(s) of the Company, of every nature and kind whatsoever (hereinafter collectively referred to as the "Assets"), and/or to create a floating charge on the Assets, in favour of banks, financial institutions, investors, debenture trustees, lenders or any other persons, for securing the borrowings availed or to be availed by the Company, together with its subsidiary(ies), from time to time, including the principal amount, interest, additional interest, costs, charges, expenses and all other monies payable in respect of such borrowings, provided that the aggregate amount of indebtedness secured by the Assets pursuant to this Resolution shall not, at any time, exceed the borrowing limits approved by the Members under Section 180(1)(c) of the Act, together with interest thereon, costs, charges, expenses and other monies payable in respect of such borrowings.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act."

6. TO APPROVE CONSOLIDATION OF SHARE CAPITAL OF THE COMPANY i.e., FACE VALUE OF EQUITY SHARES FROM RS. 2/- EACH TO RS. 10/- EACH.

To consider and if thought fit, to pass with or without modifications, the following resolution as ***Special Resolution:***

"RESOLVED THAT, pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Share Capital and Debentures) Rules, 2014 ("the Rules"), including any statutory modification(s) and re-enactment(s) thereof for the time being in force, and the provisions of Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations, circulars, notifications etc. issued thereunder, and subject to requisite approvals, consents and sanctions from appropriate statutory or regulatory authorities, as may be required in this regard, the consent of the members of the Company be and is hereby accorded for the consolidation of entire authorised, issued, subscribed and paid up capital of the Company, by increasing the face value of the equity shares from Rs.2/- (Rupee Two only) each to Rs. 10/- (Rupees Ten Only) each that is by consolidating every 5 (Five) equity shares with face value of Rs. 2/- (Rupee Two only) each held by a member are consolidated and re-designated into 1 (One) equity share with face value of Rs. 10/- (Rupees Ten Only) each, with such consolidated shares ranking pari-passu in all respects and carry the same rights as the existing fully paid Equity Shares of the Company and shall be entitled to dividend(s) after consolidation of equity shares, if declared/recommended by the Board and subsequently approved by the shareholders.

RESOLVED FURTHER THAT pursuant to the Consolidation of Equity Shares of the Company with effect from the record date as determined by the Board of Directors, 5 (Five) existing Equity Share of the Company of face value of Rs. 2/- (Rupee Two Only) each in the Authorised, Issued, Subscribed and Paid-up Share Capital shall stand consolidated into new 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each as follows:

Particulars	**Pre-consolidation of Equity Shares**			**Post-consolidation of Equity Shares**		
	No. of Shares	**Face Value (in Rs.)**	**Total Share Capital (in Rs.)**	**No. of Shares**	**Face Value (in Rs.)**	**Total Share Capital (in Rs.)**
Authorised Share Capital	1,50,00,000	2/-	3,00,00,000/-	30,00,000	10/-	3,00,00,000/-
Issued, Subscribed and Paid-up Share Capital	1,29,68,120	2/-	2,59,36,240/-	25,93,624	10/-	2,59,36,240/-

RESOLVED FURTHER THAT upon giving effect to the aforesaid Consolidation of Equity Shares, the existing Share Certificate(s) representing the Equity Shares of the face value of ₹2/- (Rupees Two Only) each held in physical form, if any, shall stand cancelled with effect from the Record Date and no fresh physical Share Certificate(s) shall be issued in respect of the consolidated Equity Shares, and the consolidated Equity Shares of the face value of ₹10/- (Rupees Ten Only) each, fully paid-up, pertaining to such Members shall be dematerialised and credited to a separate demat escrow account to be opened and maintained by the Company or its authorised trustee/escrow agent for this purpose, in accordance with the applicable laws, rules, regulations and procedures prescribed by the Securities and Exchange Board of India, the stock exchanges, the Depositories and other competent authorities, and such consolidated Equity Shares shall thereafter be transferred/credited to the respective demat accounts of the concerned Members upon completion of all the requisite formalities as may be required including KYC, dematerialisation and other applicable formalities by such Members, and the Board of Directors of the Company (including any Committee thereof and/or any officer(s) authorised by the Board) be and is hereby authorised to take all such steps, actions and execute all such documents, forms and applications as may be necessary or expedient to give effect to the aforesaid arrangement.

RESOLVED FURTHER THAT (i) no member shall be entitled to a fraction of an equity share as a result of implementation of this resolution for consolidation of equity shares, and the Company or Registrar shall not issue any certificate in respect of any fractional equity shares. (ii) as regards any fractions arising from consolidation of the equity shares, such fractions will be aggregated into whole equity shares ("Fractional Equity Shares") and the number of Fractional Equity Shares so arising will be held by trustee or escrow agent for the benefit of the relevant shareholders or their respective legal heirs and, such the Fractional Equity Shares may be sold by the trustee or escrow agent, within a stipulated period on any of the stock exchanges where the equity shares of the Company are listed and traded, subject to the prevailing market price and subject to applicable law, the net proceeds of the sale (after deduction of applicable expenses and taxes) of the Fractional Equity Shares shall be distributed amongst the shareholders who held such Fractional Equity Shares as on the Record Date, or their respective legal heirs, as may be determined, in proportion to their respective fractional entitlements.

RESOLVED FURTHER THAT the consolidation of equity shares be determined on the basis of those shareholders whose names appear in the Register of Members as on Record Date or such other date as may be fixed by the Board of Directors of the Company in this regard (hereinafter referred to as the "Record Date").

RESOLVED FURTHER THAT any Director of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary including appointment of any trustees or escrow agents or such other person or agencies in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution as per the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the Consolidation of the Equity Shares as aforesaid or for any matters connected therewith or incidental thereto and to file requisite form with ROC in this regard."

7. TO APPROVE ALTERATION IN THE CAPITAL CLAUSE (CLAUSE V) OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT, pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including statutory modification (s) or enactment (s) thereof, for the time being in force), subject to such approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to alter and substitute the existing clause V of the Memorandum of Association of the Company with the following new Clause V:

"V. The Authorised share capital of the company is Rs. 3,00,00,000/- [Rupees Three Crores Only] divided into 30,00,000 (Thirty Lakhs Only) Equity Shares of Rs. 10/- [Rupees Ten Only] each."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of directors be and is hereby authorised to give such directions, as may in their absolute direction deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, filings with Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and or matters connected therewith or incidental thereto expressly by the authority of this resolution."

8. TO CONSIDER AND APPROVE THE RAISING OF FUNDS BY WAY OF AN UNSECURED LOAN WITH AN OPTION TO CONVERT THE SAME INTO EQUITY SHARES:

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules, regulations, circulars, notifications and guidelines for the time being in force, the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be required from the Members of the Company, Stock Exchanges, Securities and Exchange Board of India and other statutory or regulatory authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board) to borrow and/or avail unsecured financial assistance from M/s. Akhil Avenues Private Limited up to an aggregate outstanding amount not exceeding Rs.10,00,00,000/- (Rupees Ten Crores only), inclusive of the unsecured loan of Rs.2,00,00,000/- (Rupees Two Crores only) already availed by the Company, in one or more tranches, on such terms and conditions, including the amount, tenure, interest rate, repayment and other terms, as may be mutually agreed between the Company and the lender and as the Board may deem fit in the best interests of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company and other applicable laws, rules, regulations, circulars and guidelines (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, permissions, sanctions and consents as may be necessary from SEBI, the Stock Exchanges and other statutory or regulatory authorities, consent of the Members of the Company be and is hereby accorded to the Board to convert, at the option of M/s. Akhil Avenues Private Limited ("Lender"), the whole or part of the outstanding unsecured loan together with such interest, if any, as may be agreed under the terms of the loan agreement, into such number of fully paid-up Equity Shares or such other securities of the Company as may be permissible under applicable law, at a price determined in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI ICDR Regulations or such other applicable SEBI regulations, upon receipt of a written notice from the Lender ("Notice of Conversion"), on the following terms and conditions:

a) Upon receipt of the Notice of Conversion, the Company shall, subject to applicable laws and receipt of necessary approvals, issue and allot the requisite number of Equity Shares or such other securities as may be opted for by the Lender.
b) The Equity Shares so allotted upon conversion shall rank pari passu in all respects with the existing Equity Shares of the Company, including entitlement to dividends and other corporate benefits declared after the date of allotment.
c) The Company shall obtain all necessary approvals, including in-principle, listing and trading approvals from the Stock Exchange, and shall complete all statutory filings and compliances required under the Companies Act, 2013, the SEBI ICDR Regulations, the SEBI LODR Regulations and other applicable laws for giving effect to such conversion and allotment.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the conversion price, conversion ratio, timing of conversion, number of Equity Shares or other securities to be issued, execute the loan agreement and all deeds, documents, writings and instruments, make applications to the Stock Exchanges, SEBI, the Registrar of Companies and other authorities, obtain all approvals, and do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard without requiring any further approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept such modifications, amendments, alterations or conditions as may be required by any statutory, regulatory or governmental authority or the Stock Exchanges in connection with the aforesaid resolutions and to do all such acts, deeds and things as may be necessary or expedient to give effect to these resolutions.”

Place: Bangalore
Date: 12.08.2026

For and on behalf of the Board
Otco International Limited
Sd/-
Madhusmita Panda
Company Secretary & Compliance Officer

Notes:

1. The Company has chosen to conduct this Annual General Meeting through Video Conferencing (VC), in accordance with MCA General Circular No. 09/2023 dt.25.09.2023, issued by Ministry of Corporate Affairs, Government of India and Circular No: SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated 7th October, 2023, issued by Securities and Exchange Board of India (SEBI) and such other instructions that may be issued by Statutory Authorities.

2. The Company would be providing the CDSL system for the members to cast their vote through remote e-voting and participate in the Annual General Meeting through Video Conferencing (VC).

3. Proxy form is not being sent to shareholders, as the meeting is being conducted through Video Conference/Other Audio Visual Means (VC).

4. The Company is also releasing a Public Notice by way of advertisement being published in English in Financial Express (All editions) and in Kannada in Vartha Bharathi (All editions), containing the following information:
   * Convening of Annual General Meeting through Video Conference/Other Audio Visual Means (VC) in compliance with applicable provisions of the Act.
   * Date and Time of the Annual General Meeting.
   * Availability of Notice of the Meeting on the website of the Company and the Stock Exchanges, viz. BSE Limited, where the Company's shares are listed and at https://www.evotingindia.com
   * Reference to the link of the Company's website, providing access to the full annual report.
   * Requesting the members who have not registered their e-mail addresses with the Company, to get the same registered with the Company.

5. The cut-off date will be 10.09.2026, for determining the eligibility to vote by remote e-voting or during the Annual General Meeting.

6. Despatching of physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), has been dispensed with. Such statements are being sent only by email to the members and to all other persons so entitled. The Annual Report will also be made available on the Company's Website - www.otco.in and at the websites of the BSE Limited where the Company's shares are listed and CDSL's e-voting portal at https://www.evotingindia.com

7. Voting through electronic means:

   A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,[LODR] the

Company is providing members remote e-voting facility to exercise their right to vote at the 44th Annual General Meeting (AGM) and the business may be transacted through such voting, through e-voting services provided by Central Depository Services (India) Limited (CDSL).

B. The facility for remote e-voting shall remain open from 9.00 AM on Monday, the 14th September, 2026 to 5.00 PM Wednesday, 16th September, 2026. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, viz. 10th September, 2026, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on 16th September, 2026.

C. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants (DP). Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

8. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the 45th AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those members whose email addresses are registered with the Company's Registrar and Share Transfer Agents/Depository Participants(s). Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.otco.in, websites of BSE Limited at www.bseindia.com.The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting facility during the AGM) i.e.www.evotingindia.com.

9. Since the 45th AGM is being held pursuant to the MCA and SEBI Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the Proxy Form and Attendance Slip including route map are not annexed to this Notice

10. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members holding shares in electronic mode who have not got their e-mail addresses updated with the DP are requested to update their e-mail address and any changes therein. Members holding shares in physical mode are requested to update their e-mail address/mobile number, quoting their folio number, to our Registrar and Share Transfer Agent, viz M/s Integrated Registry Management Services Private Limited or by mail irg@integratedindia.in.

11. As per Regulation 40 of SEBI LODR, securities of listed Companies can be transferred only in dematerialized form with effect from, April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for any assistance in this regard.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, permanent account number(pan), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP's in case the shares are held by them in electronic form and to RTA/Company in case the shares are held by them in physical form. The said changes related to

physical shares to be intimated in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655dated November 3, 2021, as per instructions mentioned in the form. The said forms can be downloaded from the Company's website www.otco.in. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA/Company in case the shares are held in physical form.

13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA/Company in case the shares are held in physical form. It may be noted that any service request can be processed only after the folio is in KYC Compliant.

14. In accordance with Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said form can be downloaded from the Company's website www.otco.in. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA/Company in case the shares are held in physical form.

15. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 11th September, 2026 to Thursday, 17th September, 2026 (both days inclusive).

16. The Company is also releasing a public notice by way of advertisement being published in English in Financial Express and in vernacular language in Vartha Bharathi (Kannada), containing the following information:

a. Convening of AGM through VC in compliance with applicable provisions of the Act.
b. Date and Time of the AGM.
c. Availability of notice of the Meeting on the website of the Company and the Stock Exchanges, viz. BSE where the Company's shares are listed and at https://www.evotingindia.com
d. Requesting the Members who have not registered their e-mail addresses with the Company, to get the same registered with the RTA. Members are requested to register their email addresses with their DP in case the shares are held in dematerialized form.
e. Reference to the link of the Company's website, providing access to the full annual report.

17. The cut-off date will be Thursday, 10th September, 2026 for determining the eligibility to vote by remote e- voting or in the AGM.

18. Instructions on attending the Annual General Meeting as per MCA and SEBI, Rules, Regulations and Circulars

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.otco.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins at 9.00 AM on Monday, the 14th September, 2026 to 5.00 PM Wednesday, 16th September, 2026. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 10th September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on

	www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and

	you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) 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.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@otco.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@otco.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@otco.in. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

19. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 10^{th} September, 2026 may obtain the login ID and password by following the procedure mentioned above as the case may be.

20. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date.

21. Mr. Rajesh Kumar Agrawal, Proprietor, M/s. Rajesh Agrawal & Associates, Bengaluru has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

22. The scrutiniser shall, immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through e-voting in the presence of atleast two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

23. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.otco.in and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited.

24. With effect from 1st April 2024, SEBI had directed that the shareholders, who hold shares in physical form and have not updated their PAN or Choice of Nomination or Postal Address with PINCODE or Mobile Number or Bank Account details or Specimen Signature shall be eligible to get dividend only in electronic mode. Further, such shareholders who have not updated their details as requested by the company in earlier communications are requested to update the same immediately. If the shareholder updates the above said details, he would receive all the dividends in electronic mode, after carrying out such updation.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 3: ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The Company intends to diversify and expand its business activities into new and emerging sectors, including Technology, Pharma, Real Estate including Agriculture, Energy and Defence and other allied businesses as more particularly set out in the proposed amended Object Clause of the Memorandum of Association.

The existing Object Clause of the Memorandum of Association does not adequately cover the proposed business activities. Accordingly, it is proposed to amend the Object Clause of the Memorandum of Association by substituting the existing Clause 3(a) (Main Objects) and Clause 3(b) (Matters which are necessary for furtherance of the Main Objects) with the revised clauses as set out in the Special Resolution. The proposed amendments as mentioned in the respective resolution will provide the Company with greater operational flexibility to pursue new business opportunities, undertake strategic investments, enter into collaborations and expand into diversified business segments, while enabling it to respond effectively to evolving market conditions.

The proposed alteration of the Memorandum of Association is in the best interests of the Company and its stakeholders and is expected to facilitate the Company's future growth strategy.

In terms of Sections 4, 13 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, alteration of the Object Clause of the Memorandum of Association requires the approval of the Members by way of a Special Resolution.

A copy of the existing Memorandum of Association together with the proposed amended Memorandum of Association will be available for inspection by the Members during business hours at the Registered Office of the Company and shall also be made available electronically for inspection by the Members up to the date of the General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No.3 of the Notice for approval by the Members.

<u>ITEM NO. 4 & 5</u>:

TO INCREASE THE LIMITS OF BORROWING BY THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.

AND

TO SEEK APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY

In order to support the Company's existing operations, future growth plans and expansion initiatives, including meeting capital expenditure, working capital requirements and other general corporate purposes, the Company may require additional financial resources from time to time. Accordingly, the Company proposes to raise funds by way of secured and/or unsecured borrowings from banks, financial institutions, bodies corporate or such other persons or entities as the Board may consider appropriate.

Pursuant to the provisions of Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company can exercise the power to borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business) and to create mortgage, charge, hypothecation or other security on the whole or substantially the whole of the undertaking or any of the movable and/or immovable properties of the Company only with the approval of the Members by way of a Special Resolution.

Considering the Company's present and future funding requirements, the Board is of the view that it may be necessary to enhance the borrowing powers of the Company to enable it to raise funds, as and when required, for its business operations, expansion plans and capital expenditure. The Board also considers it necessary to authorise the creation of security by way of mortgage, charge, hypothecation or other encumbrance over the movable and/or immovable assets of the Company in favour of lenders for securing such borrowings.

Accordingly, the approval of the Members is sought to authorise the Board of Directors to borrow monies, from time to time, up to an aggregate outstanding amount of Rs.25,00,00,000/- (Rupees Twenty-Five Crores only) and to create such mortgages, charges, hypothecation or other security interests on the assets of the Company, as may be necessary, for securing the aforesaid borrowings, in accordance with Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013.

The proposed limits shall apply to the borrowings and security created by the Company and, where applicable, in respect of borrowings made for the benefit of its subsidiaries and/or associates, subject to applicable laws and the terms approved by the Board from time to time.

The Board of Directors is of the opinion that the proposed resolutions are in the best interests of the Company and its shareholders and accordingly recommends the Special Resolutions set out at Item Nos. 4 and 5 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolutions, except to the extent of their respective shareholding, if any, in the Company.

<u>ITEM NO. 6 & 7</u>:

TO APPROVE CONSOLIDATION OF SHARE CAPITAL OF THE COMPANY i.e., FACE VALUE OF EQUITY SHARES FROM RS. 2/- EACH TO RS. 10/- EACH.

AND

TO APPROVE ALTERATION IN THE CAPITAL CLAUSE (CLAUSE V) OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The Board of Directors of the Company, at its meeting held on 12th August, 2026, considered and deliberated upon the proposal for consolidation of the Equity Shares of the Company. The proposed consolidation is intended to strengthen investor confidence and facilitate a more meaningful representation of the value of the Company's Equity Shares. Accordingly, the Board recommended the consolidation of the nominal and paid-up share capital of the Company, comprising the Authorised, Issued, Subscribed and Paid-up Share Capital, whereby every 5 (Five) existing Equity Shares of Rs.2/- (Rupees Two Only) each shall be consolidated into 1 (One) Equity Share of Rs.10/- (Rupees Ten Only) each, having the same rights and privileges as the existing Equity Shares.

The proposed consolidation of equity shares of the Company from Rs. 2/- (Rupee Two only) per equity share to Rs.10/- [Rupees Ten Only) per equity share, requires consequential amendment to the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner to reflect the alteration in the authorized equity share capital of the Company as reproduced herewith.

"V. The Authorised share capital of the company is Rs. 3,00,00,000/- [Rupees Three Crores Only] divided into 30,00,000 (Thirty Lakhs Only) Equity Shares of Rs. 10/- [Rupees Ten Only] each."

The Record Date for determining the Members entitled to the consolidation of Equity Shares, as aforesaid, shall be fixed by the Board of Directors and intimated to the Members of the Company in accordance with the applicable laws and regulations.

Pursuant to the provisions of Section 13 and 61 of the Companies Act, 2013 and other applicable provisions, if any, approval of the Members is required for Consolidation of shares by way of a Special Resolution subject to the provisions of the Articles of Association and consequent amendment to Clause V of the Memorandum of Association of the Company.

Treatment of Equity Shares held in Physical Form

In respect of Members holding Equity Shares in physical form as on the Record Date, the existing Share Certificate(s) representing the Equity Shares of Rs.2/- each shall stand cancelled upon giving effect to the proposed consolidation and no fresh physical Share Certificate(s) shall be issued in respect of the consolidated Equity Shares. The consolidated Equity Shares of Rs.10/- each pertaining to such Members shall be dematerialised and credited to a separate demat escrow account to be opened and maintained by the Company or its authorised trustee/escrow agent for this purpose, subject to the applicable laws, rules, regulations and procedures prescribed by SEBI, the stock exchanges, Depositories and other competent authorities. Such consolidated Equity Shares shall thereafter be transferred/credited to the respective demat accounts of the concerned Members upon completion of all the requisite formalities as may be required including KYC, dematerialisation and other applicable formalities by such Members. The Company/RTA shall issue appropriate communication to such Members regarding the procedure and documentation required for claiming and receiving their consolidated Equity Shares.

Further, any transfer of Equity Shares held in physical form effected from the Record Date until the date of receipt of the fresh share certificate representing the consolidated Equity Shares shall not be recognised by the Company and any such transfer shall be treated as null and void for the purposes of giving effect to the proposed consolidation.

Treatment of Fractional Entitlements:

In respect of any fractional entitlements arising pursuant to the consolidation of the Equity Shares, other than the fractional entitlements specifically dealt with above, all such fractional entitlements shall be aggregated and consolidated into whole Equity Shares ("Fractional Equity Shares"). The Fractional Equity Shares so arising shall be held by a trustee or escrow agent appointed by the Board of Directors for and on behalf of the respective Members entitled thereto. The trustee or escrow agent shall be authorised to take all necessary actions in respect of such Fractional Equity Shares, including dematerialisation of any such shares held in physical form, as may be required, for the benefit of the concerned Members or their respective legal heirs, as applicable.

The trustee or escrow agent shall dispose of the Fractional Equity Shares within such period as may be determined by the Board of Directors, through any of the stock exchanges on which the Equity Shares of the Company are listed and traded, at the prevailing market price or such other price as may be permissible under applicable laws. The net proceeds arising from such sale shall be distributed among the respective Members in proportion to their fractional entitlements, in accordance with the applicable laws.

The trustee or escrow agent shall take all necessary steps to give effect to the sale and disposal of the Fractional Equity Shares and distribution of the sale proceeds to the respective Members. Appropriate communication and/or announcements in this regard shall be made to the Members of the Company in accordance with applicable laws and regulations.

The Board of Directors is of the opinion that the proposed resolutions are in the best interests of the Company and its shareholders and accordingly recommends the Special Resolutions set out at Item No. 6 & 7 of the Notice for approval by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 8:

TO CONSIDER AND APPROVE THE RAISING OF FUNDS BY WAY OF AN UNSECURED LOAN WITH AN OPTION TO CONVERT THE SAME INTO EQUITY SHARES:

The Company, in order to meet its financial requirements and support its business operations, expansion plans, working capital requirements, capital expenditure and other general corporate purposes, proposes to avail unsecured financial assistance as inter corporate deposit from M/s. Akhil Avenues Private Limited ("Lender") from time to time.

The Company has already availed an unsecured loan of Rs. 2,00,00,000/- (Rupees Two Crores only) from the Lender. The Company now proposes to avail further unsecured financial assistance from the Lender, such that the aggregate outstanding amount of the unsecured loan shall not exceed Rs.10,00,00,000/- (Rupees Ten Crores only) at any point of time, inclusive of the aforesaid amount of Rs. 2,00,00,000/- (Rupees Two Crores only) already availed. The proposed financial assistance may be availed in one or more tranches, on such terms and conditions, including tenure, interest rate, repayment and other commercial terms, as may be mutually agreed between the Company and the Lender and approved by the Board.

As part of the proposed financing arrangement, the terms of the loan shall provide the Lender with an option to convert the whole or any part of the outstanding amount of the loan, together with interest, if any, as may be agreed under the terms of the loan arrangement, into fully paid-up Equity Shares or such other securities of the Company as may be permissible under applicable laws. Any such conversion of the outstanding loan into Equity Shares or other securities shall be undertaken strictly in accordance with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and other applicable laws, rules, regulations, circulars and guidelines. The conversion price shall be determined in accordance with the applicable pricing provisions prevailing on the relevant date and shall be subject to the terms and conditions of the loan agreement and the applicable statutory and regulatory requirements.

Accordingly, the approval of the Members is being sought for incorporating the conversion option as a term of the proposed loan arrangement and for permitting the Lender, at its option, to convert the whole or any part of the outstanding loan into Equity Shares or other securities of the Company, subject to applicable laws and regulatory requirements.

Upon exercise of the conversion option by the Lender, the Company shall issue and allot the requisite number of Equity Shares or other eligible securities, subject to receipt of all necessary approvals and compliance with the applicable statutory and regulatory requirements. The Equity Shares allotted pursuant to such conversion shall rank pari passu in all respects with the existing Equity Shares of the Company, including in respect of dividend and other corporate benefits declared after the date of allotment.

Accordingly, the Board recommends the resolution set forth at Item No. 8 of the Notice for consideration and approval of the Members of the Company as a Special Resolution, to enable the Company to avail unsecured financial assistance from the Lender and to provide the Lender with an option to convert the whole or any part of the outstanding amount of such loan, together with interest, if any, as may be applicable under the terms of the loan arrangement, into fully paid-up Equity Shares or such other securities of the Company as may be permissible under applicable laws, upon such terms and conditions as may be stipulated in the Loan Agreement and in accordance with the applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the SEBI LODR Regulations and other applicable laws and regulatory requirements.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Place: Bangalore
Date: 12.08.2026

For and on behalf of the Board
Otco International Limited
Sd/-
Madhusmita Panda
Company Secretary & Compliance Officer

Annexure A

[Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Ms. Bagyalakshmi Thirumalai
DIN	08186335
Date of Birth	05/05/1980
Date of first appointment	27/07/2018
Board Meetings attended during the year	4
Brief Resume, Qualification and Experience	Ms. Bagyalakshmi has contributed significantly to the growth and operations of the Company and brings with her over 15 years of experience in the industry, with expertise in operational management, Business Administrations and Management.
Expertise in specific functional area	Business Administrations & Management
Terms and conditions of appointment	Liable to Retirement by rotation, Eligible for reappointment.
Remuneration drawn, if any	Not Applicable
Relationships between Directors inter se	NIL
Name of the Listed entities in which the person also holds the directorship and the membership of the committees of the Board along with the Listed entities from which the person has resigned in the past three years*	NIL
Other Directorships, Membership/ Chairmanship of Committees of other Boards	NIL
Number of shares held in the Company	NIL

Place: Bangalore
Date: 12.08.2026

For and on behalf of the Board
Otco International Limited
Sd/-
Madhusmita Panda
Company Secretary & Compliance Officer

BOARD'S REPORT

To the Members,

The Directors have pleasure in presenting the 45th Board's Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2026.

1. FINANCIAL SUMMARY/HIGHLIGHTS:

The performance of the Company for the financial year ended 31st March, 2026 has been as under:

(Rs. In Lakhs)

Particulars	2025-26	2024-25
Revenue from operations	-	90.20
Other income	22.13	0.90
Profit/loss before Depreciation, Finance Costs,	22.13	91.10
Exceptional items and Tax Expense		
Less: Depreciation/ Amortisation/ Impairment	2.87	4.86
Profit /loss before Finance Costs, Exceptional items and Tax Expense	19.26	86.24
Less: Finance Costs	0.51	0.05
Profit /loss before Exceptional items and Tax Expense	2.52	3.50
Add/(less): Exceptional items	-	-
Profit /loss before Tax Expense	2.52	3.50
Less: Tax Expense (Current & Deferred)	-	0.55
Profit /loss for the year (1)	2.52	2.95
Total Comprehensive Income/loss (2)	-	-
Total (1+2)	2.52	2.95

2. REVIEW OF OPERATIONS:

During the year under review, the Company has recorded total income of Rs. 22.13 Lakhs and net profit of Rs. 2.52 Lakhs as compared to total income of Rs. 91.10 lakhs and net profit of Rs. 2.95 Lakhs achieved in the previous financial year. The Company witnessed a decline in revenue from operations during the year under review as compared to the previous financial year.

3. BUSINESS UPDATE AND STATE OF COMPANY'S AFFAIRS:

The information on Company's affairs and related aspects is provided under Management Discussion and Analysis Report, which has been prepared, *inter-alia*, in compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forms part of the Annual Report.

4. DIVIDEND

Directors have not recommended any dividend for the financial year 2025-26.

5. BUSINESS UPDATE AND STATE OF COMPANY’S AFFAIRS:

The information on Company’s affairs and related aspects is provided under Management Discussion and Analysis report, which has been prepared, inter-alia, in compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 and forms part of this Report.

6. RESERVES:

Pursuant to provisions of Section 134 (3) (j) of the Companies Act, 2013, the company has not transferred any amount to general reserves account of the company during the year under review.

The Closing balance of reserves, including retained earnings, of the Company as at March 31st 2026 is Rs.9.26 Lakhs.

7. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the period under review and the date of Board's Report there was no change in the nature of business pursuant to *inter-alia* Section 134 of the Companies Act, 2013 and Companies (Accounts) Rules, 2014.

8. MATERIAL CHANGES AND COMMITMENTS:

There were no material changes and commitments affecting financial position of the Company between 31st March 2026 and the date of Board’s Report. (i.e., 12.08.2026).

9. REVISION OF FINANCIAL STATEMENTS

There was no revision of the financial statements for the year under review.

10. MAINTENANCE OF COST AUDIT:

Maintenance of cost records is not required for the company pursuant to sub-section (1) of section 148 of the Companies Act, 2013, such accounts and records are not being maintained.

11. AUTHORISED AND PAID-UP CAPITAL OF THE COMPANY AND CHANGES THEREON:

During the year and as at date of the annual report the Capital of the Company stood as follows:

- The Authorized Share Capital of the Company stands at Rs. 3,00,00,000/- (Rupees Three Crores only) divided into 1,50,00,000 (One Crore Fifty Lakh only) equity shares of face value Rs. 2/- (Rupees Two Only) each.

- The Paid- Up Capital of the Company stands at Rs. 2,59,36,240/- (Rupees Two Crore Fifty- Nine Lakhs Thirty- Six Thousand Two Hundred and Forty only) divided into 1,29,68,120 (One Crore Twenty- Nine Lakhs Sixty- Eight Thousand One Hundred and Twenty only) equity shares of the face value of Rs. 2/- (Rupees Two Only) each.

12. APPOINTMENT / RE-APPOINTMENT / RESIGNATION / RETIREMENT OF DIRECTORS /CEO/ CFO AND KEY MANANGERIAL PERSONNEL

As on date of this report, the Company has Four (4) Directors, out of which Two (2) are non-executive directors and Independent Director(s) and One (1) Non Executive and Non Independent Director and One (1) Executive Woman Director

a) Appointment/Re-appointment/Resignation of Directors/KMP of the Company

There were no changes in the Directors / KMP of the Company during the FY 2025-26 except the following:

i. Resignation of Mr. Raj Kishor Chourasia as Company Secretary & Compliance officer w.e.f. 05th May, 2025.
ii. Redesignation of Ms. Madhusmita Panda as Company Secretary and Compliance Officer of the company w.e.f 13th May, 2025.
iii. Appointment of Ms. Sneha Pandda as Chief Financial Officer of the company w.e.f 13th May, 2025.
iv. Appointment of Mr. Alok Dash (DIN; 06488622) as Non-Executive and Independent Director w.e.f. 13th August, 2025.
v. Resignation of Mr. Shaine Sunny Mundaplakkal (DIN: 06429415) w.e.f. 13.08.2025.

b) Key Managerial Personnel:

Following signatories were Key Managerial Personnel for the financial year 2025-26:

- Mr. Arun Dash, Independent Director and Chairperson of the Company.
- Ms. Bagyalakshmi Thirumalai, Executive Director and Whole Time Director of the Company.
- Ms. Sneha Pandda, Chief Financial Officer of the Company
- Ms. Madhusmita Panda as Company Secretary and Compliance Officer of the company.

c) Information u/r 36(3) of SEBI (LODR), Regulations, 2015:

Ms. Bagyalakshmi Thirumalai retires by rotation and being eligible, offers herself for re-appointment. A resolution seeking shareholders' approval for her re-appointment along with other required details forms part of the Notice.

13. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received declarations from Mr. Arun Dash and Mr. Alok Dash, Independent directors of the Company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and under regulation 16(1)(b) read with regulation 25 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

The Independent Directors have also confirmed that they have complied with Company's Code of Conduct. In terms of Regulations 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

During the year, Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board of Directors and Committee(s).

14. BOARD MEETINGS:

The Board of Directors duly met Four (4) times during the year on 13.05.2025, 13.08.2025, 13.11.2025 and 13.02.2026 and in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

Name	Designation	No. of Meetings Held	No. of Meetings attended
Mr. Arun Dash	Independent Director-Chairperson	4	4
Mrs. Bagyalakshmi Thirumalai	Executive and Whole Time Director	4	4
Mr. Krishnanivas Rajamohan Nair Sailesh	Non-Executive - Non-Independent Director	4	4
**Mr. Alok Dash	Independent Director	4	2
*Mr. Shaine Sunny Mundaplakkal	Independent Director	4	1

**Resigned w.e.f. 13th August, 2026*
***Appointed w.e.f. 13th August, 2026*

15. BOARD EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

In a separate meeting of independent directors was conducted on 13.02.2026 to evaluate the performance of non-independent directors, the board as a whole and the Chairman of the Company, taking into account the views of executive directors and non-executive directors.

The Board reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

16. STATEMENT SHOWING THE NAMES OF THE TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN AND THE NAME OF EVERY EMPLOYEE AS PER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

A table containing the particulars in accordance with the provisions of Section 197(12) of the Act, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure-1 (a)** to this Report.

A statement showing the names of the top ten employees in terms of remuneration drawn and the name of every employee is annexed to this Annual report as **Annexure 1 (b)**

During the year, NONE of the employees (excluding Executive Directors) has drawn a remuneration of Rs.1,02,00,000/- and above per annum or Rs.8,50,000/- and above in aggregate per month, the limits specified under the 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.

17. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d) The Directors had prepared the annual accounts on a going concern basis; and

e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

The Company has well established procedures for internal control across its various locations, commensurate with its size and operations. The organization is adequately staffed with qualified and experienced personnel for implementing and monitoring the internal control environment.

The internal audit function is adequately resourced commensurate with the operations of the Company and reports to the Audit Committee of the Board.

19. NO FRAUDS REPORTED BY STATUTORY AUDITORS

During the Financial Year 2025-26, the Auditors have not reported any matter under section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under section 134(3) (ca) of the Companies Act, 2013.

20. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JOINT VENTURES:

The company does not have any subsidiary or associate Companies during the Financial Year.

21. NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR.

During the year under review no Company has become or ceased to be its subsidiaries, joint ventures or associate Company.

22. DETAILS RELATING TO DEPOSITS:

The Company has not accepted any public deposits during the Financial Year ended March 31, 2026 and as such, no amount of principal or interest on public deposits was outstanding as on the date of the balance sheet.

23. DETAILS OF DEPOSITS NOT IN COMPLIANCE WITH THE REQUIREMENTS OF THE ACT:

Since the Company has not accepted any deposits during the Financial Year ended March 31, 2026, there has been no non-compliance with the requirements of the Act.

Pursuant to the Ministry of Corporate Affairs (MCA) notification dated 22nd January 2019 amending the Companies (Acceptance of Deposits) Rules, 2014, the Company is required to file with the Registrar of Companies (ROC) requisite returns in Form DPT-3 for outstanding receipt of money/loan by the Company, which is not considered as deposits.

The Company complied with this requirement within the prescribed timelines.

24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given loans, Guarantees or made any investments during the year under review.

25. RISK MANAGEMENT POLICY:

The Company follows a comprehensive system of Risk Management. The Company has adopted a procedure for assessment and minimization of probable risks. It ensures that all the risks are timely defined and mitigated in accordance with the well-structured risk management process.

26. RELATED PARTY TRANSACTIONS:

During the financial year 2025-26, there were no related party transactions entered into by the Company with its Promoters, Directors, Key Managerial Personnel or other related parties, as defined under the applicable provisions of the Companies Act, 2013. Accordingly, the provisions relating to disclosure of related party transactions under Section 188 of the Companies Act, 2013 and the requirement to disclose particulars of contracts or arrangements in Form AOC-2 under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are not applicable to the Company for the financial year under review.

27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

The required information as per Sec.134 (3) (m) of the Companies Act 2013 is provided hereunder:

A. Conservation of Energy: The Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

i. the steps taken or impact on conservation of energy;
ii. the steps taken by the company for utilising alternate sources of energy;
iii. the capital investment on energy conservation equipments;

B. Technology Absorption: All the Factors mentioned in Rule 8 (3)(b) Technology absorption are not applicable to the Company.

C. Foreign Exchange Earnings and Out Go:
Foreign Exchange Earnings: NIL
Foreign Exchange Outgo: NIL

28. COMMITTEES:

I. AUDIT COMMITTEE:

(Audit Committee constituted in terms of Section 177 of Companies Act, 2013 read with Regulation 18 of SEBI (LODR) Regulations, 2015)

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

The terms of reference of the Audit Committee encompasses the requirements of Section 177 of Companies Act, 2013 and as per Regulation 18 of SEBI (LODR) Regulations, 2015 and, inter alia, includes:

i. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
ii. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
iii. approval of payment to statutory auditors for any other services rendered by the statutory auditors;

iv. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
b. changes, if any, in accounting policies and practices and reasons for the same;
c. major accounting entries involving estimates based on the exercise of judgment by management;
d. significant adjustments made in the financial statements arising out of audit findings;
e. compliance with listing and other legal requirements relating to financial statements;
f. disclosure of any related party transactions;
g. modified opinion(s) in the draft audit report;

v. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
vi. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a [public issue or rights issue or preferential issue or qualified institutions placement], and making appropriate recommendations to the board to take up steps in this matter;
vii. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
viii. approval or any subsequent modification of transactions of the listed entity with related parties;
ix. scrutiny of inter-corporate loans and investments;
x. valuation of undertakings or assets of the listed entity, wherever it is necessary;
xi. evaluation of internal financial controls and risk management systems;
xii. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
xiii. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
xiv. discussion with internal auditors of any significant findings and follow up there on;
xv. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
xvi. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
xvii. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
xviii. to review the functioning of the whistle blower mechanism;
xix. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
xxi. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
xxii. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
xxiii. Carrying out any other function as may be referred to the Committee by the Board.
xxiv. Authority to review / investigate into any matter covered by Section 177 of the Companies Act, 2013 and matters specified in Part C of Schedule II of the Listing Regulations.

B. THE AUDIT COMMITTEE SHALL MANDATORILY REVIEW THE FOLLOWING INFORMATION:

i. management discussion and analysis of financial condition and results of operations;
ii. management letters / letters of internal control weaknesses issued by the statutory auditors;
iii. internal audit reports relating to internal control weaknesses; and
iv. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
v. statement of deviations:
   a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
   b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

C. COMPOSITION, MEETINGS & ATTENDANCE:

There were Four (4) Audit Committee Meetings held during the year on 13.05.2025, 13.08.2025, 13.11.2025 and 13.02.2026.

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. Arun Dash	Chairman	Independent Director	4	4
*Mr. Alok Dash	Member	Independent Director	4	2
Ms. Bagyalakshmi Thirumalai	Member	Executive and Whole Time Director	4	3
**Mr. Shaine Sunny Mundaplakkal	Member	Independent Director	4	1

**Due to resignation of Mr. Shaine Mundaplakkal Sunny, Mr. Alok Dash was inducted in the committee with effect from 13th August, 2025.*
*** Resigned w.e.f. 13th August, 2025.*

D. Previous Annual General Meeting of the Company was held on 22nd September 2025 and Mr. Arun Dash, Chairperson of the Audit Committee for that period, attended previous AGM.

II. NOMINATION AND REMUNERATION COMMITTEE:

(Nomination and Remuneration Committee constituted in terms of Section 178 of Companies Act, 2013 read with Regulation 19 of SEBI (LODR) Regulations, 2015)

The terms of reference of the Nomination and Remuneration committee constituted in terms of Section 178 of Companies Act, 2013 and as per Regulation 19 of SEBI (LODR) Regulations, 2015 are as under:

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE

i. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

ii. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

a. use the services of an external agencies, if required;
b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
c. consider the time commitments of the candidates.

iii. formulation of criteria for evaluation of performance of independent directors and the board of directors;
iv. devising a policy on diversity of board of directors;
v. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
vi. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
vii. recommend to the board, all remuneration, in whatever form, payable to senior management.

B. COMPOSITION OF THE COMMITTEE, MEETINGS AND ATTENDANCE DURING THE YEAR:

During the financial year 2025-26, two meetings of the Nomination & Remuneration Committee were held on 13.05.2025 and 13.08.2025:

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. Alok Dash	Chairman	Independent Director	2	2
*Mr. Arun Dash	Member	Independent Director	2	0
Mr. Krishnanivas Rajamohan Nair Sailesh	Member	Non-Executive Director	2	2
**Mr. Shaine Sunny Mundaplakkal	Member	Independent Director	2	1

**Due to resignation of Mr. Shaine Mundaplakkal Sunny, Mr. Alok Dash was inducted in the committee with effect from 13th August, 2025.*
*** Resigned w.e.f. 13th August, 2025.*

C. PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:

The performance evaluation criteria for Independent Directors are already mentioned under the head “Board Evaluation” in Directors’ Report.

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS’ INDEPENDENCE:

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

2.1 “Director” means a director appointed to the Board of a Company.

2.2 “Nomination and Remuneration Committee means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2.3 “Independent Director” means a Director referred to in sub-Section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

Qualifications and criteria

3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company’s operations.

3.1.2 In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:

- General understanding of the Company’s business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3.1.3 The proposed appointee shall also fulfil the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
- shall abide by the code of Conduct established by the Company for Directors and senior Management personnel;
- shall disclose his concern or interest in any Company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as any prescribed, from time to time, under the Companies Act, 2013, Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company’s business.

3.2 Criteria of Independence

3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2.2 The criteria of independence shall be in accordance with the guidelines as laid down in Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

An independent Director in relation to a Company, means a director other than a managing Director or a whole-time Director or a nominee Director

i. who, in the opinion of the board of directors, is a person of integrity and possesses relevant expertise and experience;
ii. who is or was not a promoter of the listed entity or its holding, subsidiary or associate company [or member of the promoter group of the listed entity];
iii. who is not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;
iv. who, apart from receiving director's remuneration, has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, during the 68[three] immediately preceding financial years or during the current financial year;
v. none of whose relatives—
   a. is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;
   b. is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
   c. has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
   d. has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income: Provided that the pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company or their promoters, or directors in relation to points (A) to (D) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.]

vi. who, neither himself [“/herself], nor whose relative(s) —
   a. holds or has held the position of key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company [or any company belonging to the promoter group of the listed entity,] in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed:
      [Provided that in case of a relative, who is an employee other than key managerial personnel, the restriction under this clause shall not apply for his / her employment.]
   b. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
      (i) a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or
      (ii) any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;

c. holds together with his relatives two per cent or more of the total voting power of the listed entity; or
d. is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the listed entity;
e. is a material supplier, service provider or customer or a lessor or lessee of the listed entity;

vii. who is not less than 21 years of age.
viii. who is not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director:

3.2.3 The independent Director shall abide by the "code for independent Directors "as specified in Schedule IV to the companies Act, 2013.

3.3 Other Directorships/ Committee Memberships

3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance Accordingly, members should voluntarily limit their Directorships in other listed public limited companies in such a way that it does not interfere with their role as Director of the Company. The NR Committee shall take into account the nature of, and the time involved in a director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

3.3.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be public limited companies.

3.3.3 A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed Company.

3.3.4 A Director shall not be a member in more than 10 committee or act as chairman of more than 5 committee across all companies in which he holds Directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the companies Act, 2013 shall be excluded.

Remuneration policy for Directors, key managerial personnel and other employees:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered and individual performance.

Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:

0.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the Directors, key managerial personnel and other employees of the Company.

2. Terms and Reference:

In this policy the following terms shall have the following meanings:

2.1 “Director” means a director appointed to the Board of the Company.

2.2 “key managerial personnel” means
(i) The Chief Executive Officer or the managing Director or the manager;
(ii) The Company Secretary;
(iii) The Whole-time Director;
(iv) The Chief Financial Officer; and
(v) Such other office as may be prescribed under the companies Act, 2013

2.3 “Nomination and Remuneration committee” means the committee constituted by Board in accordance with the provisions of Section 178 of the companies Act, 2013, clause 49 of the Equity Listing Agreement and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

3.1 Remuneration to Executive Director and key managerial personnel

3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR)

3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the Company.

3.1.3 The remuneration structure to the Executive Director and key managerial personnel shall include the following components:

(i) Basic pay
(ii) Perquisites and Allowances
(iii) Stock Options
(iv) Commission (Applicable in case of Executive Directors)
(v) Retrial benefits
(vi) Annual performance Bonus

3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

3.2 Remuneration to Non – Executive Directors

3.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per the provisions of the Companies Act.

3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

3.3. Remuneration to other employees

1.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

C. MECHANISM FOR EVALUATION OF THE BOARD

Evaluation of all Board members is performed on an annual basis. The evaluation is performed by the Board and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

In line with Securities and Exchange Board of India Circular No. SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2017/ 004, dated January 5, 2017 and the Companies Amendment Act, 2017 the Company adopted the recommended criteria by Securities and Exchange Board of India.

The Directors were given six Forms for evaluation of the following:

(i) Evaluation of Board;
(ii) Evaluation of Committees of the Board;
(iii) Evaluation of Independent Directors;
(iv) Evaluation of Chairperson; and
(v) Evaluation of Managing Director and Whole-time Director

The Directors were requested to give following ratings for each criterion:

1. Could do more to meet expectations;
2. Meets expectations; and
3. Exceeds expectations.

The Directors have sent the duly filled forms to the Board. Based on the evaluation done by the Directors, the report on Evaluation was submitted to the Board. And based on the report, the Board of Directors has informed that the performance of Directors is satisfactory.

OTHER DIRECTORSHIPS/ COMMITTEE MEMBERSHIPS:

5.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as director of the company. The NR Committee shall take into account the nature of and the time involved in a director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

5.2 Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.

5.3 Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.

5.4 Director shall not be a member in more than 10 committees or act as chairman of more than 5 committees across all companies in which he holds directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the companies Act, 2013 shall be excluded.

III. STAKEHOLDERS RELATIONSHIP COMMITTEE:

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

The Committee's role includes:

i. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;

ii. Review of measures taken for effective exercise of voting rights by shareholders;

iii. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;

iv. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;

v. Such other matter as may be specified by the Board from time to time.

vi. Authority to review / investigate into any matter covered by Section 178 of the Companies Act, 2013 and matters specified in Part D of Schedule II of the Listing Regulations.

B. COMPOSITION OF THE COMMITTEE, MEETINGS AND ATTENDANCE DURING THE YEAR:

There was one (1) Stakeholders' relationship Committee Meeting held during the year and it was held on 13.02.2026:

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. Arun Dash	Chairman	Independent Director	1	1
Ms. Bagyalakshmi Thirumalai	Member	Executive and Whole Time Director	1	1
Mr. Krishnanivas Rajamohan Nair Sailesh	Member	Non-Executive Director	1	1

DETAILS OF COMPLAINTS/REQUESTS RECEIVED, RESOLVED AND PENDING DURING THE YEAR 2025-26:

NUMBER OF COMPLAINTS	NUMBER
Number of complaints received from the investors comprising non-receipt of securities sent for transfer and transmission, complaints received from SEBI / Registrar of Companies / Bombay Stock Exchange / National Stock Exchange / SCORE and so on	0
Number of complaints resolved	0
Number of complaints not resolved to the satisfaction of the investors as on March 31, 2026.	NIL
Complaints pending as on March 31, 2026.	NIL
Number of Share transfers pending for approval, as on March 31, 2026.	NIL

29. CORPORATE SOCIAL RESPONSIBILITY (CSR, COMPOSITION OF CSR COMMITTEE AND CONTENTS OF CSR POLICY)

Since the Company does not have the net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more, or a net profit of Rs. 5 Crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

30. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

The Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. The Company promotes ethical behaviour and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism and Whistle-blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. Employees may report their genuine concerns to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

Vigil Mechanism Policy has been established by the Company for directors and employees to report genuine concerns pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013. The same has been placed on the website of the Company www.otco.in.

31. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the regulators /courts that would impact the going concern status of the Company and its future operations.

32. STATUTORY AUDITORS AND THEIR REPORT THEREON:

The members of the Company in accordance with Section 139 of the Companies Act, 2013 have passed a resolution for appointment of M/s. B.N Misra and Co., Chartered Accountants, as Statutory Auditors of the Company for a period of 5 years in the AGM held on 29.07.2023 to hold office up to the conclusion of 47th Annual General Meeting of the Company to be held for the financial year 2027-28.

The notes of the financial statements referred to in the Auditors' Report issued by M/s. B.N Misra and Co., Chartered Accountants, for the financial year ended on 31st March, 2026 are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

33. SECRETARIAL AUDIT REPORT:

At the 44th Annual General Meeting held on 22.09.2025, the shareholders of the Company approved the appointment of Mr. V. Nagarajan, Practicing Company Secretary, as Secretarial Auditors of the Company for the term of five consecutive years form the financial year 2025 -2026 onwards on such terms and conditions and remuneration as may be decided by the Board. Mr. V. Nagarajan will continue as Secretarial auditors of the Company till the conclusion of the financial year 2029-2030.

The Secretarial Audit was carried out by Mr. V. Nagarajan, Practicing Company Secretary (CP No. 3288) for the financial year ended March 31, 2026. The Report given by the Secretarial Auditor is annexed herewith as **Annexure-2** and forms integral part of this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

34. ANNUAL SECRETARIAL COMPLIANCE REPORT:

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019; listed entities are required to obtain an Annual Secretarial Compliance Report from a Practising Company Secretary in respect of compliance with all applicable SEBI Regulations and circulars/guidelines issued thereunder. As the said provisions are not applicable to the Company during the financial year under review, the requirement of obtaining such Annual Secretarial Compliance Report does not arise.

35. INTERNAL AUDITORS:

Pursuant to provisions of Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014 and Section 179 read with Rule 8(4) of the Companies (Meetings of Board and its Powers) Rules, 2014; during the year under review the Internal Audit of the functions and activities of the Company was undertaken by the Internal Auditor of the Company on quarterly basis by M/s. Sanjay Parhi & Co., the Internal Auditor of the Company.

Deviations are reviewed periodically and due compliance ensured. Summary of Significant Audit Observations along with recommendations and its implementations are reviewed by the Audit Committee and concerns, if any, are reported to Board. There were no adverse remarks or qualification on accounts of the Company from the Internal Auditor.

The Board has re-appointed M/s. Sanjay Parhi & Co, Chartered Accountants, as Internal Auditors for the Financial Year 2026-27.

36. SECRETARIAL STANDARDS

Pursuant to the provisions of Section 118 of the Companies Act, 2013, the Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

37. DECLARATION BY THE COMPANY

The Company has issued a certificate to its Directors, confirming that it has not made any default under Section 164(2) of the Act, as on March 31, 2026.

38. ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an annual return is uploaded on website of the Company www.otco.in .

39. DISCLOSURE ABOUT COST AUDIT:

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act, are not applicable for the business activities carried out by the Company.

40. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management discussion and analysis report for the year under review as stipulated under Regulation 34 (e) read with schedule V, Part B of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 with the stock exchange in India is annexed herewith as **Annexure-3** to this report.

In terms of Regulations 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

During the year, Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, for the purpose of attending meetings of the Board of Directors and Committee(s).

41. FAMILIARISATION PROGRAMMES:

The Company familiarises its Independent Directors on their appointment as such on the Board with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc. through familiarisation programme. The Company also conducts orientation programme upon induction of new Directors, as well as other initiatives to update the Directors on a continuing basis. The familiarisation programme for Independent Directors is disclosed on the Company's website www.otco.in .

42. INSURANCE:

The properties and assets of your Company are adequately insured.

43. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Since the paid-up capital of the Company is less than Rs. 10 Crores and Net worth of the Company is less than Rs.25 Crores, Corporate Governance is Not Applicable.

44. NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

45. CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and the applicable Securities laws. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading, is available on our website (www.otco.in).

46. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at the workplace and is committed to providing a safe and respectful working environment to all its employees. The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in accordance with the applicable provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the rules made thereunder. The Policy covers all employees, including permanent, contractual, temporary employees and trainees, as applicable.

During the financial year under review, the Company had less than ten employees and, accordingly, the requirement for constitution of an Internal Committee under the provisions of the POSH Act was not applicable to the Company.

During the year under review, no complaints pertaining to sexual harassment were received by the Company.

47. INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY:

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

48. FAILURE TO IMPLEMENT CORPORATE ACTIONS:

During the year under review, no corporate actions were done by the Company which were failed to be implemented.

49. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the year under review, there were no applications made or proceedings pending in the name of the Company under Insolvency and Bankruptcy Code, 2016.

50. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:

During the year under review, there has been no one time settlement of loans taken from banks and financial institutions.

51. POLICIES:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on our website www.otco.in

52. COMPLIANCE WITH MATERNITY BENEFIT ACT, 1961

During the year under the review, the Company is in Compliance with Maternity Benefit Act, 1961.

53. EVENT BASED DISCLOSURES

During the year under review, the Company has not taken up any of the following activities:

a) Issue of sweat equity share: NA
b) Issue of shares with differential rights: NA
c) Employee Stock Option Scheme: NA
d) Disclosure on purchase by Company or giving of loans by it for purchase of its shares: NA
e) Buy back shares: NA
f) Disclosure about revision: NA
g) Preferential Allotment of Shares: No preferential allotment made during the year.

54. ACKNOWLEDGEMENTS:

Your directors place on records their appreciation for the overwhelming co-operation and assistance received from the investors, customers, business associates, bankers, vendors, as well as regulatory and governmental authorities.

Your directors also thank the employees at all levels, who through their dedication, co-operation, support and smart work have enabled the company to achieve a moderate growth and is determined to poise a rapid and remarkable growth in the year to come.

Your directors also wish to place on record their appreciation of business constituents, banks and other financial institutions and shareholders of the Company, SEBI, BSE, ICICI Bank, Punjab National Bank Bank etc. for their continued support for the growth of the Company.

For and on behalf of the Board
Otco International Limited

Sd/-	**Sd/-**
Mr. Arun Dash	**Mrs. Bagyalakshmi Thirumalai**
Independent Director	**Executive and Whole Time Director**
DIN: 07972670	**DIN: 08186335**

Place: Bengaluru
Date: 12.08.2026

Annexure -1(a)

PARTICULARS OF EMPLOYEES

(As per Sub-section (12) of section 197 of the Act and rules made thereof as amended from time to time)

A. Statement of particulars as per Rule 5 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014.

The remuneration and perquisites provided to the employees and Management are at par with the industry levels. The remunerations paid to Whole-time Directors, Executive Directors and Senior Executives are reviewed and recommended by the Nomination and Remuneration Committee.

i. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

S. No	Name of the Director(s)	Designation	Ratio of remuneration to MRE*
1.	Mr. Arun Dash	Independent Director	NA
2.	Mr. Krishna Nivas Rajamohan Nair Sailesh	Non-Executive Director	NA
3.	#Mr. Alok Dash	Independent Director	NA
4.	*#Mr. Shaine Mundaplakkal Sunny	Independent Director	NA
5.	Mrs. Bagyalakshmi Thirumalai	Executive and Whole Time Director	41.37

#Appointed w.e.f. 13th August, 2026
**# Resigned w.e.f. 13th August, 2026*

*MRE: Median Remuneration of Employees

Note:

a) *S No. 1 to 5 are related to sitting fees paid to Independent Director*
a) *S No. 6 & 9 Remuneration includes monthly salary, perquisites and annual/performance pay*
b) ***"Median"** means:*
   i. *the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one;*
   ii. *if there is an even number of observations, the median shall be the average of the two middle values.*

ii. **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year:**

S. No	Name	Designation	Remuneration		% Increase/ (Decrease) in Remuneration
			FY 2025-26	FY 2024-25	
1	Mrs. Bagyalakshmi Thirumalai	Executive and Whole Time Director	316200	305700	0.19
2	Ms. Madhusmita Panda	Company Secretary	420000	-	NA
3	Ms. Sneha Pandda	Chief Financial Officer	420000	-	NA

iii. The percentage increase in the median remuneration of employees in the financial year: 29.21%

S No.	Particulars	Remuneration		% Increase/ (Decrease)
		FY 2025-26	FY 2024-25	
1.	*Median Remuneration of all the employees per annum	195000	127140	53 increased due to appointment

**Employees who have served for whole of the respective financial years have been considered.*

iv. The number of permanent employees on the rolls of company: 6 Employees.

v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

a) The average percentile increase already made in the salaries of employees excluding key managerial personnel is 1.5%.
b) The Key managerial personnel remuneration was increased around as below. (Including all the perquisites). However, the amount may vary due to the variation of period of increment.

S No.	Particulars	Details (in %)	Justification (in case of increase in point no.2)
1.	Average percentage increase in the remuneration of all Employees* (Other than Key Managerial Personnel)	1.5	-
2.	Average Percentage increase in the Remuneration of Key Managerial Personnel	3.15	Increased for WTD only

vi. Affirmation that the remuneration is as per the remuneration policy of the company: Yes, the remuneration is as per the remuneration policy of the company.

Annexure -1(b)

LIST OF TOP 10 EMPLOYEES

In terms of Remuneration drawn as per Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Management personnel) Rules 2014:

S No	Names of the Employees	Remuneration drawn (in Rs.)	Designation	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employees	Date of commencement of employment and age of such employee	The last employment held by such employee before joining the company	% of equity shares held by the employee in the company	Whether any such employee is a relative of any director/ manager of the company and if so, name of such director or manager
1	T Bagyalakhmi	3,16,200.00	Executive and Whole Time Director	-	B.com	27.7.2018	Helios Logistics India Private Ltd	NIL	NA
2	Madhusmita Panda	4,20,000.00	Company Secretary & Compliance Officer	-	Company Secretary	13.08.2025	-	NIL	NA
3	Sneha Pandda	4,20,000.00	CFO	-	BA (Eng), CA Final,	13.08.2025	-	200	NA
4.	Raj Kishor Chourasia	30,000.00	Former Company Secretary & Compliance Officer up to 05.05.2026	-	Company Secretary	13.03.2021	-	NIL	NA
5	Gopinath Panda	1,32,120.00	Employee	contractual	-		-	NIL	NA
6	Uma Parvathi S	3,90,000.00	Employee	contractual	B.com		-	NIL	NA
7	Suresh Babu	78,780.00	Employee	contractual	-		-	NIL	NA

Annexure – 2

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2026
[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
P-41, 9A Main, LIC colony,
Jeevanbhima Nagar, HAL 3rd Stage,
New Thippasandra, Bangalore-560075

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, 2026 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, 2026 according to the provisions of:

(ii) 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;
(iv) 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:

(v) 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 at least one woman Director.

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.

Sd/-

Place: Chennai
Date: 12.08.2026

Name of Company Secretary in practice: V. NAGARAJAN
FCS No. 5626
CP No: 3288
UDIN: F005626H001086409

Annexure – 3

MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRY REVIEW:

The Company operates in a competitive business environment and is exposed to general economic and market conditions. During the year under review, the business environment continued to remain challenging. The Company continues to monitor developments in the industry and market and take appropriate measures to strengthen its operations.

RISKS 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.

OPPORTUNITIES AND THREATS:

The Company continues to explore opportunities for improving its business performance and operational efficiency. However, competition, market conditions, economic uncertainties and changes in regulatory requirements may impact the Company's operations and financial performance.

SEGMENT WISE PERFORMANCE:

The Company is primarily engaged in its existing line of business and does not have multiple reportable business segments requiring separate disclosure. The performance of the Company during the year was in line with the prevailing business conditions

OUTLOOK:

The management remains focused on improving operational efficiency, controlling costs and strengthening the Company's business operations. The Company will continue to evaluate available business opportunities with a view to achieving sustainable growth.

INTERNAL CONTROL SYSTEMS & ADEQUACY:

The 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.

FINANCIAL PERFORMANCE:

Discussion on Financial Performance with respect to Operational Performance:

Total Income:

During the year under review, the company has achieved a gross total income of Rs. 22.13 Lakhs /- for the Year 2025-26 against Rs. 91.90 Lakhs /- for the Year 2024-25.

Share Capital:

The Paid- Up Capital of the Company stands at Rs. 2,59,36,240/- (Rupees Two Crore Fifty- Nine Lakhs Thirty-Six Thousand Two Hundred and Forty only) divided into 1,29,68,120 (One Crore Twenty- Nine Lakhs Sixty-Eight Thousand One Hundred and Twenty only) equity shares of the face value of Rs. 2/- (Rupees Five Only) each.

Net Profit / (Loss):

The Company earned a net profit of Rs. 2.52 lakhs, compared to a net profit of Rs. 2.95 lakhs in the preceding financial year.

Earnings Per Share (EPS):

The Earning Per Share for the Financial Year 2025-26 is Rs. 0.02/- (Rs. 2 paisa Only) per share (Face Value: Rs.2/- (Rupees Two Only) each).

Your directors are putting continuous efforts to increase the performance of Company and are hopeful that the performance in coming year will improve in faster way.

MATERIAL DEVELOPMENT IN HUMAN RESOURCE / INDUSTRIAL RELATIONS:

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.

DETAIL OF SIGNIFICANT CHANGES (i.e CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS):

Financial Ratios	Formula	For the Financial year		Deviation (%)	Remarks/ Reason for Change
		2025-26	2024-25		
Debtors Turnover Ratio(times)	Revenue from operations/Average Trade receivables	6.72	4.08	64.68	As per schedule 1
Inventories Turnover Ratio(times)	COGS/Average Inventories	0.03	.12	-76.21	As per schedule 1
Interest Coverage Ratio(times)	EBIT/ Finance Cost	-	-	-	-
Current Ratio (times)	Current Asset / Current Liability	1.33	1.35	-1.61	NA
Debt Equity Ratio (times)	Debt/Shareholders Equity	1.38	2.21	-37.34	As per schedule 1
Operating Profit Margin Ratio (%)	EBIT/Revenue from Operations	11.40	3.24	8.16	NA
Net Profit Margin Ratio (%)	Profit After Tax /Revenue from Operations	.94	1.11	-15.36	NA
Change in Return on Net Worth (%)	Profit for the year (before exceptional items and after tax)/ Net Worth	.41	0.86	-52	NA

DISCLOSURE OF ACCOUNTING TREATMENT:

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder, and other applicable provisions of the Companies Act, 2013.

The accounting policies adopted by the Company are consistently applied and are in conformity with the applicable Ind AS. There has been no deviation from the applicable Ind AS in the preparation of the financial statements for the financial year under review.

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.

<u>Annexure – 4</u>

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,
OTCO International Limited,
CIN: L17114KA2001PLC028611
P-41, 9A Main, LIC colony,
Jeevanbhima Nagar, HAL 3rd Stage,
New Thippasandra, Bangalore-560075

I have examined the relevant registers, records, forms, returns and disclosures maintained/filed by **OTCO INTERNATIONAL LIMITED** ("the Company") and other relevant documents made available to us for the purpose of issuing this certificate.

In my opinion and to the best of our knowledge and based on the information and explanations furnished to us by the Company and its officers, none of the Directors of the Company have been disqualified as on **31st March, 2026** from being appointed or continuing as Directors of the Company under **Section 164 of the Companies Act, 2013** and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This certificate is issued in accordance with **Regulation 34(3) read with Schedule V, Part C, Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, for inclusion in the Annual Report of the Company for the financial year ended 31st March, 2026.

Sd/-

Name of Company Secretary in practice: V NAGARAJAN

Place: Chennai
Date: 12.08.2026

FCS No. 5626
CP No.: 3288
UDIN: F005626H001131696

Annexure - 5

DECLARATION ON CODE OF CONDUCT AS REQUIRED BY SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I, Bagyalakshmi Thirumalai, Executive and Whole Time Director of Otco International Limited ("the Company") hereby state and affirm Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management of the company during Financial Year 2025-2026.

For OTCO International Limited

Sd/-

Place: Bangalore **Bagyalakshmi Thirumalai**

Date: 12.08.2026 **Executive and Whole Time Director**

DIN: 08186335

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, 2026, 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, 2026, 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.

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, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 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

iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts,

a. no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

b. no funds have been received by the company from any person(s) or entity(ies), including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c. Based on audit procedures carried out by us, that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. The Company has not declared or paid any dividends during the year and accordingly reporting on the compliance with section 123 of the Companies Act, 2013 is not applicable for the year under consideration.

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 3 and 4 of the Order.

For B N MISRA & CO
Chartered Accountants
Firm’s Registration number:321095E

S. K. JENA
Partner
Membership number: 054740

Place : Chennai
Date : 29.05.2026
UDIN: 26054740ICVJZK9865

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, 2026 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, 2026, 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 B N MISRA & CO
Chartered Accountants
Firm's Registration number:321095E

S.K.JENA
Partner
Membership number: 054740

Place : Chennai
Date : 29.05.2026
UDIN: 26054740ICVJZK9865

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)

With reference to the Annexure B referred to in the Independent Auditors Report to the members of M/S OTCO International Limited on the financial statements for the year ended 31st March 2026, we report the following

I. (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) These Property, Plant & Equipment have been physically verified by the management at reasonable intervals; There are No material discrepancies were noticed on such verification.

(c) The company did not have any immovable properties as fixed assets.

(d) The company did not revalue its Property, Plant & Equipment.

(e) No Proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

II. (a) The Management has conducted physical verification of inventory at reasonable intervals. In our Opinion the coverage and procedure of such verification is appropriate.

(b) During the year the Company has not availed any working capital limits from banks or financial institutions.

III. As informed to us, the company has not granted any loans, secured or unsecured to the companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act 2013. Hence clause (a) (b) (c) (d) (e) & (f) are not applicable.

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 Goods & Service Tax, 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. 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 2026 for a period of more than six months from the date they became payable.

B) There are no statutory dues refereed in sub clause (a) which has not been deposited on account of any dispute.

VIII. There are no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

IX. (a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;

(b) The company is not declared wilful defaulter by any bank or financial institution or other lender;

(c) The Company has not availed any term loan;

(d) The funds raised on short term basis have not been used for long term purposes

(e) The company doesn't have any subsidiaries, associates or joint ventures; hence clause
(f) is not applicable

X. (a) During the year company has not raised any money through Initial Public Offer or further Public Offer.

(b) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

XI. During the year there are no frauds by the Company or any fraud on the company has been noticed or reported. Hence clause (b) is not applicable.

(c) As informed to us the company has not received any whistle blower complaints during the year.

XII. Company is not a Nidhi Company. Hence Clause (a), (b) & (c) are not applicable to the company.

XIII. All Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards;

XIV. (a) The company has an internal audit system commensurate with the size and nature of its business;

(b) We have considered the Internal Audit report of the Company issued during the year under audit.

XV. The company has not entered into any non-cash transactions with directors or persons connected with them.

XVI. a. The company is not required to be registered under section 45-I of the Reserve Bank of India Act, 1934. Hence clause (b) is not applicable to the company.

b. The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

c. The company doesn't have any group company, hence there are no CIC Companies

XVII. There are no cash losses incurred in the financial year and in the immediately preceding financial year.

XVIII. There is no resignation of the statutory auditors during the year.

XIX. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the balance sheet date;

XX. The company is not covered under section 135 of the Companies act 2013, hence clause (a) & (b) of the said order is not applicable.

XXI. There are no subsidiaries and associates hence no consolidation is applicable.

For B N MISRA & CO
Chartered Accountants
Firm's Registration number: 321095E

S.K.JENA
Partner
Membership number: 054740

Place : Chennai
Date : 29.05.2026
UDIN: 26054740ICVJZK9865

OTCO INTERNATIONAL LTD

CIN:L17114KA2001PLC028611

Regd. Office:#P-41,9A MAIN, LIC COLONY JEEVANBHIMA NAGAR, HAL 3rd STAGE,
NEW THIPPASANDRA, BANGALORE, KARNATAKA - 560075

Balance Sheet

As at 31st March 2026

(In Rupees'000)

Particulars	Note	As at 31-Mar -26	As at 31-Mar -25
ASSETS			
Non Current Assets			
(a) Property, Plant and Equipment	4	469.88	757.00
(b) Capital Work in Progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible Assets	4.1	-	-
(f) Tangible Assets under development		-	-
(g) Biological Assets other than bearer plants		-	-
(h) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables		-	-
(iii) Loans		-	-
(iv) Others (to be specified)		-	-
(i) Deferred tax assets (net)		-	-
(f) Other non-current assets	6	5,160.00	5,100.00
Total Non Current Assets (I)		**5,629.88**	**5,857.00**
Current assets			
(a) Inventories	7	79,608.57	75,189.00
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade receivables	8	329.12	329.00
(iii) Cash and cash equivalents	9	2,637.45	2,053.00
(iv) Bank balances other than (iii) above		-	-
(v) Loans		-	-
(vi) Others (to be specified)	5	1,480.00	910.00
(c) Current Assets (Net)			
(d) Other current assets	6	1,809.76	1,524.00
Total Current Assets (II)		**85,864.90**	**80,005.00**
Total Assets (I+II)		**91,494.78**	**85,862.00**

EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	10	25,936.00	25,936.00
(b) Other Equity	11	926.28	674.00
Total Equity (I)		**26,862.28**	**26,610.00**
Liabilities			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payables			
(iii) Other financial liabilities(other than those			
Specified in item (b), to be specified			
(b) Provisions		-	-
(c) Deferred tax liabilities (Net)		-	-
(d) Other Non Current Liabilities			
Total Non Current Liabilities (II)		**-**	**-**
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	37,172.56	58,767.00
(ii) Trade payables	13	1,148.71	418.00
(iii) Other financial liabilities(other than those		-	-
Specified in item (c),			
(b) Other current liabilities	14	26,311.24	12.00
(c) Provisions	15	-	55.00
(d) Other Current Liabilities (Net)			
Total Current Liabilities (III)		**64,632.50**	**59,252.00**
Total Equity and Liabilities (I)+(II)+(III)		**91,494.78**	**85,862.00**
Notes forming part of the financial statements & standard			
Accounting Policies		(0.00)	-

As per our report of the even date attached — for and on behalf of the Board of Directors

for B N MISRA & CO
Chartered Accountants
Firm Registraion Number : 321095E

S K JENA	Arun Dash	Bagyalakshmi Thirumalai
Partner	Chairman and Independent Director	Whole Time Director
Membership No:054740	DIN : 07972670	DIN : 08186335
UDIN:26054740ICVJZK9865		
	Madhusmita Panda	Sneha Panda
	Company Secretary	Chief Financial Officer

Place : Chennai
Date : 29.05.2026

OTCO INTERNATIONAL LTD

CIN:L17114KA2001PLC028611

Regd. Office:#P-41,9A MAIN, LIC COLONY JEEVANBHIMA NAGAR, HAL 3rd STAGE, NEW THIPPASANDRA, BANGALORE, KARNATAKA - 560075

Statement of Profit & Loss

for the year ended 31st March 2026

(In Rupees'000)

Particulars	Note	31-Mar-26	31-Mar-25
I) Revenue from Operations	16	-	9,020.00
II) Other Income	17	2,212.71	90.00
III) Total Revenue (I + II)		**2,212.71**	**9,110.00**
IV) Expenses			
Direct Expenses	18	4,514.10	3,469.00
Changes in Inventories of Stock in Trade	19	(4,419.27)	1,252.00
Employee benefits expenses	20	496.79	1,717.00
Finance Costs	21	43.00	4.00
Depreciation and amortization expenses	4	286.79	486.00
Other expenses	22	1,039.03	1,832.00
Total Expenses (IV)		**1,960.43**	**8,760.00**
V) Profit Before Exceptional Item Tax (III-IV)		252.28	350.00
Exceptional Item		-	-
VI) Profit Before Tax		**252.28**	**350.00**
VII) Tax Expense:			
(1) Current tax	23	-	55.00
Less: MAT credit entitlement			-
(2) Deferred tax		-	-
Total Tax Expense		**-**	**55.00**
		-	-
VIII) Profit/(Loss) for the period (VI-VII)		**252.28**	**295.00**
IX) Other Comprehensive Income			
(i) Items that will not be reclassified to statement of profit or loss		-	-
Total Comprehensive Income		**252.28**	**295.00**
Earnings per equity Rs.2 each on Profit for the year (VII)	24		
-Basic		0.02	0.02
-Diluted		0.02	0.02
Notes forming part of the financial statements & standard Accounting Policies			

As per our report of the even date attached

for B N MISRA & CO
Chartered Accountants
Firm Registraion Number : 0321095E
UDIN:26054740ICVJZK9865

for and on behalf of the Board of Directors

S K JENA	Arun Dash	Bagyalakshmi Thirumalai
Partner	Chairman and Independent Director	Whole Time Director
Membership No:054740	DIN : 07972670	DIN : 08186335

Madhusmita Panda	Sneha Panda
Company Secretary	Chief Financial Officer

Place : Chennai
Date : 29.05.2026

OTCO INTERNATIONAL LTD

CIN:L17114KA2001PLC028611

Regd. Office:#P-41,9A MAIN, LIC COLONY JEEVANBHIMA NAGAR, HAL 3rd STAGE, NEW THIPPASANDRA, BANGALORE, KARNATAKA - 560075

Cash Flow Statement

for the year ended 31st March 2026

(In Rupees '000)

Particulars	31-Mar-26	31-Mar-25
A. Cash Flow From Operating Activities:		
Net profit before taxation and Extraordinary items	252.28	350.00
Adjustments for:		
Depreciation	286.79	486.00
(Profit)/Loss on sale of fixed assets	-	-
Interest Expenses	43.00	4.00
Interest Received		-
Rental Income	-	-
Operating profit before working capital changes	**582.07**	**840.00**
Movements in working capital:		
Adjustments for		
(Increase)/Decrease in Sundry Debtors and other receivable	(0.12)	3,804.00
(Increase)/Decrease in Loans & Advances	(855.76)	8,074.00
(Increase)/Decrease in Other Non - Current Assets	(60.00)	-
(Increase)/Decrease in Inventories	(4,419.57)	1,253.00
Increase/(Decrease) in Payables & Others	730.71	(4,308.00)
Increase/(Decrease) in Current Liabilites	26,299.57	(2,752.00)
Cash generated from operations	**22,276.89**	**6,911.00**
Direct taxes paid (net of refunds)	(55.00)	(101.00)
Cash flow before extraordinary items	**22,221.89**	**6,810.00**
Extraordinary item		
Net cash from operating activities	**22,221.89**	**6,810.00**
B. Cash Flow From Investing Activities		
Purchase of fixed assets	-	(14.00)
Sale of fixed assets	-	-
Sale/(Purchase) of investments	-	-
Interest received	-	-
Rental Income	-	-
Net cash used in investing acitivities	**-**	**(14.00)**
C. Cash Flows From Financing Activities		
Proceeds of Capital	-	-
Repayment of long term borrowings	-	-
Proceeds of short term borrowings	(21,594.44)	(5,328.00)
Interest paid	(43.00)	(4.00)
Net cash from financing activities	**(21,637.44)**	**(5,332.00)**
Net Increase In Cash And Cash Equivalents (A+B+C)	584.45	1,464.00
Cash and cash equivalents at the beginning of the year	2,053.00	589.00
Cash and cash equivalents at the end of the year	2,637.45	2,053.00
	-	-

As per our report of the even date attached
for B N MISRA & CO
Chartered Accountants
Firm Registraion Number : 321095E

for and on behalf of the Board of Directors

S.K JENA
Partner
Membership No:054740
UDIN:26054740ICVJZK9865

Arun Dash
Chairman and Independent Director
DIN : 07972670

Bagyalakshmi Thirumalai
Whole Time Director
DIN : 08186335

Madhusmita Panda
Company Secretary

Sneha Panda
Chief Financial Officer

Place : Chennai
Date : 29.05.2026

OTCO INTERNATIONAL LTD

Statement of changes in Equity for the year ended 31st March 2026

a) Equity Share Capital				(In Rupees '000)
Equity Shares of Rs.2/- each issued, subscribed and fully paid			**No. of Shares**	**Value**
Balance as at April 1, 2024			1,29,68,120	**25,936.00**
Add/(Less) : Changes in Equity Share Capital due to prior period errors			-	-
Restated balance at the beginning of the current reporting period			1,29,68,120	**25,936.00**
Changes in equity share capital during the year, 2024-25				
Balance as at March 31, 2025			1,29,68,120	**25,936.00**
Add/(Less) : Changes in Equity Share Capital due to prior period errors			-	-
Restated balance at the beginning of the current reporting period			1,29,68,120	**25,936.00**
Changes in equity share capital during the year, 2025-26			-	-
Balance as at March 31, 2026			1,29,68,120	**25,936.00**

b) Other Equity (In Rupees '000)

Particulars	Securities Premium Reserves	General Reserve	Retained Earnings	Total
(a) Balance as at April 1, 2024	288.00	2,800.00	(2,709.00)	379.00
Changes in accounting policy /Prior Period Errors	-	-	-	-
Restated balance at the beginning of the current reporting period	288.00	2,800.00	(2,709.00)	379.00
(b) Total Comprehensive Income for the Previous Year	-	-	295.00	295.00
(c) Balance as at March 31, 2025 (a)+(b)	288.00	2,800.00	(2,414.00)	674.00
Changes in accounting policy /Prior Period Errors	-	-	-	-
Restated balance at the beginning of the current reporting period	288.00	2,800.00	(2,414.00)	674.00
(d) Total Comprehensive Income for the Year	-	-	252.28	252.28
(e) Balance as at March 31, 2026 (c)+(d)	288.00	2,800.00	(2,161.72)	926.28

As per our report of the even date attached
for B N MISRA & CO
Chartered Accountants
Firm Registraion Number : 321095E

for and on behalf of the Board of Directors

S.K JENA
Partner
Membership No:054740
UDIN:26054740ICVJZK9865

Arun Dash
Chairman and Independent Director
DIN : 07972670

Bagyalakshmi Thirumalai
Whole Time Director
DIN : 08186335

Madhusmita Panda
Company Secretary

Sneha Pandda
Chief Financial Officer

Place : Chennai
Date : 29.05.2026

FIXED ASSETS AS PER INCOME TAX - (18- Depreciation allowance as per income tax act)

FIXED ASSETS AS PER IT								
PARTICULARS	RATE	WDV AS ON 01.04.2025	ADDITIONS		Deletion	Total	DEPN	WDV AS ON 31.03.2026
			Ist Half	IInd Half				
Plant and Equipment	**15%**	7,749.00	-	-	-	7,749.00	1,162.00	6,587.00
Computers Hardware	**40%**	1,187.00	-	-	-	1,187.00	475.00	712.00
Furniture & Fittings	**10%**	3,86,121.63	-	-	-	3,86,121.63	38,612.37	3,47,509.26
Maruthi Swift	**15%**	1,95,893.00	-	-	-	1,95,893.00	29,384.00	1,66,509.00
Airconditioner	**15%**	1,97,315.91	-	-	-	1,97,315.91	29,597.09	1,67,718.82
CCTV	**15%**	1,18,663.00	-	-	-	1,18,663.00	17,799.00	1,00,864.00
EPABX	**15%**	28,064.00	-	-	-	28,064.00	4,210.00	23,854.00
Television - LG	**15%**	21,449.00	-	-	-	21,449.00	3,217.00	18,232.00
Television - Samsung	**15%**	41,800.80	-	-	-	41,800.80	6,270.25	35,530.55
Solar Systems	**40%**	2,69,750.00	-	-	-	2,69,750.00	1,07,900.00	1,61,850.00
Solar Water Heater	**40%**	9,791.00	-	-	-	9,791.00	3,916.00	5,875.00
Stove	**15%**	20,199.37	-	-	-	20,199.37	3,029.63	17,169.74
V Guard Induction	**15%**	2,265.26	-	-	-	2,265.26	339.74	1,925.52
Total		**13,00,248.97**	**-**	**-**	**-**	**13,00,248.97**	**2,45,912.08**	**10,54,336.89**

Note 4 Property, Plant and Equipment

(In Rupees '000)

Particulars	Gross Block				Accumulated Depreciaitons				Net Block	
	Balance as at 31-Mar-2025	Additions	Deletions	Balance as at 31-Mar-2026	Balance as at 31-Mar-2025	Depreciation charge for the year	On Disposals	Balance as at 31-Mar-2026	Balance as at 31-Mar-2026	Balance as at 31-Mar-2025
Tangible Assets										
Plant & Machinery	45.00			45.00	44.00	-	-	44.00	1.00	1.00
Furniture & Fixtures	525.00			525.00	282.99	62.67	-	345.66	179.34	242.01
Vehicles	661.00			661.00	622.50	9.94	-	632.43	28.57	38.50
Office Equipments	591.98	-		591.98	381.91	94.85	-	476.76	115.23	210.07
Solar Equipments	770.00			770.00	504.92	119.34	-	624.26	145.74	265.08
Others										
Computers	104.00			104.00	104.00	-	-	104.00	-	-
Total	**2,696.98**	**-**	**-**	**2,696.98**	**1,940.32**	**286.79**	**-**	**2,227.11**	**469.88**	**756.67**
						2,86,789.11				

Note 4.1 Other Intangible Assets

(In Rupees '000)

Particulars	Gross Block				Accumulated Depreciaitons				Net Block	
	Balance as at 31-Mar-2025	Additions	Deletions	Balance as at 31-Mar-2026	Balance as at 31-Mar-2025	Depreciation charge for the year	On Disposals	Balance as at 31-Mar-2026	Balance as at 31-Mar-2026	Balance as at 31-Mar-2025
Intangible Assets										
Computer Software	14.00			14.00	14.00	-	-	14.00	-	-
Total	**14.00**	**-**	**-**	**14.00**	**14.00**	**-**	**-**	**14.00**	**-**	**-**

Note 5 Other Financial Assets

(In Rupees '000)

Particulars	31-Mar-26		31-Mar-25	
	Non Current	Current	Non Current	Current
Advances to Staff and Others	-	1,480.00	-	910.00
Total	**-**	**1,480.00**	**-**	**910.00**

Note 6 Other Current & Non Current Assets

(In Rupees '000)

Particulars	31-Mar-26		31-Mar-25	
	Non Current	Current	Non Current	Current
Other Advances for Purchases of Land	5,100.00	-	5,100.00	-
Advance to SK Panda	60.00	-	-	-
Balance with Statutory Authorities	-	672.15	-	750.92
Income Tax	-	36.11	-	240.32
Advance to Suppliers	-	1,101.51		532.82
Total	**5,160.00**	**1,809.76**	**5,100.00**	**1,524.07**

Note 7 Inventories

(In Rupees '000)

Particulars	31-Mar-26 Non Current	31-Mar-26 Current	31-Mar-25 Non Current	31-Mar-25 Current
Stock of Land	-	54,425.32	-	51,047.51
Work in Progress	-	25,183.25	-	24,141.79
Total	**-**	**79,608.57**	**-**	**75,189.30**

Note 8 Trade Receivables

(In Rupees '000)

Particulars	Outstanding for periods from due date of payment 31.03.2026					
	Less than 6 Months	6 Months - 1 Year	1 - 2 years	2 - 3 years	> 3 Years	Total
(i) MSME	-	-	-	-	-	-
(i) Others	329.12	-	-	-	-	329.12
(i) Disputed dues - MSME	-	-	-	-	-	-
(i) Disputed dues Others	-	-	-	-	-	-
TOTAL	329.12	-	-	-	-	329.12

Note 9 Cash and Cash Equivalents

(In Rupees '000)

Particulars	31-Mar-26	31-Mar-25
8.1 Balances with Banks		
In Current Accounts	174.40	143.63
Cash on hand	2,463.05	860.06
Total (i)	**2,637.45**	**1,003.69**
8.2 Other Bank Balance other than above		
Fixed Deposits	-	1,049.94
Total (ii)	**-**	**1,049.94**
Total (i)+(ii)	**2,637.45**	**2,053.62**
		-
Earmarked Balances	-	-
Balances with Bank Held as Margin Money or Security	-	-
Repartation restrictions	-	-

Note 10 Equity Share Capital

(In Rupees '000)

Particulars	31-Mar-26	31-Mar-25
Authorised Share Capital		
1,50,00,000 Equity Shares of Rs. 2/- each	30,000.00	30,000.00
Issued, Subscribed and Paid up		
1,29,68,120 Equity Shares of Rs. 2/- each	25,936.00	25,936.00
Total	**25,936.00**	**25,936.00**

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

Particulars	31-Mar-26	31-Mar-25
At the beginning of the year	12,968	12,968
Add/(Less) : Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	12,968	12,968
Add/(Less) : Changes in Equity Share Capital during the year	-	-
At the end of the year	**12,968**	**12,968**

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-26		31-Mar-25	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Pradeep Kumar Panda	96,24,085	74.21%	96,24,085	74.21%

10.3 Details of Promoters Holding in the company

(In Rupees '000)

Particulars	31-Mar-26		31-Mar-24	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Pradeep Kumar Panda	96,24,085	74.21%	96,24,085	74.21%

Note 11 Other Equity

(In Rupees '000)

Particulars	31-Mar-26	31-Mar-25
Share Premium	288.00	288.00
General Resereve	2,800.00	2,800.00
Retained Earnings	(2,161.72)	(2,414.00)
Total	**926.28**	**674.00**

11.1 Share Premium

(In Rupees '000)

Particulars	31-Mar-26	31-Mar-25
Balance at the beginning of the year	288.00	288.00
Add/(Less) : Changes in Accounting Policy/Prior Period Errors	-	-
Restated Balance at the beginning of the current reporting period	288.00	288.00
Add: Received against share issued	-	-
Balance at the end of the year	**288.00**	**288.00**

11.2 General Reserve

(In Rupees '000)

Particulars	31-Mar-26	31-Mar-25
Balance at the beginning of the year	2,800.00	2,800.00
Add/(Less) : Changes in Accounting Policy/Prior Period Errors	-	-
Restated Balance at the beginning of the current reporting period	2,800.00	2,800.00
Add: Transferred During the year	-	-
Balance at the end of the year	**2,800.00**	**2,800.00**

11.3 Retained Earnings

(In Rupees '000)

Particulars	31-Mar-26	31-Mar-25
Balance at the beginning of the year	(2,414.00)	(2,709.00)
Add/(Less) : Changes in Accounting Policy/Prior Period Errors	-	-
Restated Balance at the beginning of the current reporting period	(2,414.00)	(2,709.00)
Add: Profit for the year	252.28	295.00
Balance at the end of the year	**(2,161.72)**	**(2,414.00)**

Note 12 Borrowings

(In Rupees '000)

Particulars	31-Mar-26		31-Mar-25	
	Non Current	Current	Non Current	Current
Secured				
Long term Deferred Liabilities				
Total Secured (i)	**-**	**-**	**-**	**-**
Unsecured				
Intercorporate Loans From Related Parties	-	37,172.56	-	58,767.35
Total Unsecured (ii)	**-**	**37,172.56**	**-**	**58,767.35**
Total	**-**	**37,172.56**	**-**	**58,767.35**

Above intercorporate loans are short term in nature which are repayable within 1 year and doesn't carry any interest

Note 13 Trade Payables

(In Rupees '000)

Particulars	Outstanding for periods from due date of payment 31.03.2026				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(i) Others	1,148.71	-	-	-	1,148.71
(i) Disputed dues - MSME	-	-	-	-	-
(i) Disputed dues Others	-	-	-	-	-
TOTAL	1,148.71	-	-	-	1,148.71

(In Rupees '000)

Particulars	Outstanding for periods from due date of payment 31.03.2025				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(i) Others	418.25	-	-	-	418.25
(i) Disputed dues - MSME	-	-	-	-	-
(i) Disputed dues Others	-	-	-	-	-
TOTAL	418.25	-	-	-	418.25

Note 14 Other current liabilities

(In Rupees '000)

Particulars	31-Mar-26	31-Mar-25
Advance for Sale of Land	26,305.00	-
Statutory Dues	6.24	12.49
Total	**26,311.24**	**12.49**

Note 15 Provisions

(In Rupees '000)

Particulars	31-Mar-26		31-Mar-25	
	Non Current	Current	Non Current	Current
Provision for Taxation	-	-	-	55.00
Total	**-**	**-**	**-**	**55.00**

Note 16 Revenue from Operations

(In Rupees '000)

Particulars	31-Mar-26	31-Mar-25
Sale Of Services/Contract receipts	-	9,020.11
	-	**9,020.11**

Note 17 Other Income

(In Rupees '000)

Particulars	31-Mar-26	31-Mar-25
Agricultural Income	1,178.46	-
Interest Received	2.55	90.11
Tech Service	1,031.70	-
Total	**2,212.71**	**90.11**

Note 18 Direct Expenses

(In Rupees '000)

Particulars	31-Mar-26	31-Mar-25
Contract Expenses	4,514.10	3,469.34
Civil Work Composite Expenses	-	-
Total	**4,514.10**	**3,469.34**

Note 19 Changes in Inventories

(In Rupees '000)

Particulars	31-Mar-26	31-Mar-25
Opening Inventory		
Work in Progress	24,141.79	25,394.00
Stock of Land	51,047.51	51,048.00
	75,189.30	**76,442.00**
Less : Closing Inventory		
Work in Progress	25,183.25	24,142.00
Stock of Land	54,425.32	51,048.00
	79,608.57	**75,190.00**
		-
Total	**(4,419.27)**	**1,252.00**

Note 20 Employee Benefits Expense

(In Rupees '000)

Particulars	31-Mar-26	31-Mar-25
Salaries, Wages, Bonus, Exgratia etc	108.78	1,338.86
Director's Remuneration	316.20	305.70
Employees Welfare Expenses	71.81	72.89
Total	**496.79**	**1,717.45**

Note 21 Finance Cost

(In Rupees '000)

Particulars	31-Mar-26	31-Mar-25
Interest Cost	43.00	3.57
Total	**43.00**	**3.57**

Note 22 Other Expenses

(In Rupees '000)

Particulars	31-Mar-26	31-Mar-25
Advertisement and Subscription	-	-
Audit Fees	125.00	25.00
Bank charges	8.33	1.54
Business Promotion	-	20.50
Depository Service Charges - CDSL	-	55.48
Depository Service Charges - NSDL	20.32	20.31
Domain Renewal	-	6.29
Electricity Charges	-	59.36
Insurance	5.70	-
Legal and Professional Fees	41.50	139.73
Listing Fees	325.00	325.00
Misc Expenses	-	332.92
Meeting Expenses	-	2.50
Office Exp	-	-
Office Rent	90.00	90.00
Postage & Courier Expenses	-	-
Printing and Stationery	16.70	83.01
Rates & Taxes	3.60	56.57
Repairs& Maintenance	44.63	230.88
Share Transfer Expenses	158.59	75.14
Sitting Fees	112.50	90.00
Subscription	-	-
Telephone Charges	33.50	49.34
Trade Mark Statutory Fees	-	-
Travelling Expenses	53.67	143.81
Total	**1,039.03**	**1,807.38**
Payment to Auditors		
As Auditor		
For Internal Audit Fee	25.00	25.00
For Statutory Audit Fees	100.00	-
Total	**125.00**	**25.00**

Note 23 Income tax relating to continuing operations

(In Rupees '000)

Particulars	31-Mar-26	31-Mar-25
Profit before tax	252.28	350.00
Enacted tax rates in India	26.0000%	26.0000%
Income tax expenses calculated at the applicable rate	66.00	91.00
Tax Expenses reconginsed during the year	-	-
Differential Tax Impact on Exempted Income	-	-
Differential Tax Impact on Brought Forward Loss adjusted	-	-
Income Tax Reconciliation		
Differential Tax Impact due to the Following (tax benefit)/tax Expenses		
Depreciation & amortisation not allowable under Income Tax provisions	11.00	37.00
Disallowance/(allowance) of expenses on TDS Payments	-	-
Adjustment of brought forward Loss	-	-
MAT Tax Payment	(73.00)	(73.00)
Total	**4.00**	**55.00**

Note 24 Earnings Per Share

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

Particulars	31-Mar-26	31-Mar-25
Profit as per the Statement of Profit & Loss	252.28	295.00
Profit Available for Equity Shareholders	252.28	295.00
Weighted Average number of Equity Shares outstanding during the year	1,29,68,120	1,29,68,120
Nominal Value of Equity Shares (Rs. In '000)	25,936.00	25,936.00
Basic and Diluted Earnings per Share (EPS in Rs.)	0.02	0.02

Note 25 Contingent Liabilities & Commitments

Particulars	31-Mar-26	31-Mar-25
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 26 Expenditure in Foreign Currency

Particulars	31-Mar-26	31-Mar-25
Value of Imports (CIF Value Basis)	-	-
Foreign Travel Expenses	-	-

Note 27 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
2. Arun Dash	Chairman and Independent Director
3. Alok Dash	Independent Director (Appointed with effect from 13.08.2025)
4. Shain M.S	Independent Director (Resigned with effect from 13.08.2025)
5. Sailesh K R	Non- Executive & Non-Independent Director
6. Madhusmita Panda	Company Secretary (Redesignated with effect from 13.05.2025)
7. Raj Kishor Chourasia	Company Secretary (Resigned with effect from 05.05.2025)
8. Sneha Pandda	Chief Financial Officer (Appointed with effect from 13.05.2025)
9. Madhusmita Panda	Chief Financial Officer (Redesignated with effect from 13.05.2025)
10. Amitkumar Mahendran	Independent Director (Resigned with effect from 12.08.2024)

Other Related parties	Relation
1. Pradeep Kumar Panda	Promoter
2. Delta Corporate Services P Ltd	Company Under Same Management
3. Delta Legal Services (P) Ltd	Company Under Same Management
4. Spectra Signs Private Limited	Company Under Same Management
5. Begunia Projects P Ltd	Company Under Same Management
6. Mary Kutty Panda	Promoter's Spouse
7. Madhusmita Panda	Company Secretary
8. Sneha Pandda	Chief Financial Officer
9. P.K.Panda & Co	Promoter is a partner
10. Kalladikode Agricom Private Limited	Company Under Same Management
11. Satyabhama Foundation	Company Under Same Management

A. Transactions during FY 2025-26 (In Rupees '000)

Particulars	Amount	Nature
Alok Dash	30.00	Sitting Fees
Arun Dash	87.50	Sitting & Prof. Fees
Sailesh K.R	7.50	Sitting Fees
Bagyalakshmi Thirumalai	200.00	Salary Advances
Bagyalakshmi Thirumalai	316.20	Director Remuneration
Madhusmita Panda	420.00	Salary
Madhusmita Panda	600.00	Loan Given
Raj Kishor Chourasia	30.00	Salary
Delta Corporate Services P Ltd	8,778.00	Loan Repaid
Spectra Signs Private Limited	2,510.00	Loan Borrowed
Begunia Projects P Ltd	22,258.00	Loan Borrowed
Pradeep Kumar Panda	916.00	Loan Given
P.K.Panda & Co	42.00	Loan Borrowed
Shain M.S	7.50	Sitting Fees
Sneha Pandda	420.00	Salary
Sneha Pandda	180.00	Loan Given

A. Transactions during FY 2024-25

Particulars	Amount	Nature
Shaine MS	22.50	Sitting Fees
Arun Dash	37.50	Sitting Fees
Amit Kumar	7.50	Sitting Fees
Sailesh K.R	22.50	Sitting Fees
Bagyalakshmi Thirumalai	305.70	Remuneration
Madhusmita Panda	420.00	Salary
Raj Kishor Chourasia	180.00	Salary
Delta Corporate Services P Ltd	8,404.41	Loan Borrowed

Delta Legal Services (P) Ltd	825.91	Loan Borrowed
Spectra Signs Private Limited	2,430.74	Loan Borrowed
Begunia Projects P Ltd	42,824.04	Loan Borrowed
Pradeep Kumar Panda	186.02	Loan Borrowed
P.K.Panda & Co	44.10	Loan Borrowed
Kalladikode Agricom Private Limited	500.00	Loan Borrowed
Satyabhama Foundations	114.70	Loan Given

Note 28 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.

ii) Categories of financial instruments

(In Rupees '000)

Particulars	As at	
	31-Mar-26	31-Mar-25
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	2,637	2,053
- Other financial assets	1,480	910
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)	64,633	59,197

Note 29 Notes

a) There are no transactions with struck off companies under section 248 or 560
b) No charges or satisfaction is yet to be registered with Registrar of Companies beyond the statutory period.
c)The Company has complied with the no. of layers prescribed u/s 2(87) read with the applicable Rules
d)There is no Scheme of Arrangements that has been approved in terms of sections 230 to 237
e) The company has not advanced/loaned/invested or received funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

f) There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
g) The company is not covered under Corporate Social Responsibility as per section 135 of the Companies Act, 2013.
h) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
i) There are no proceedings against the company under the Benami Transactions (Prohibition) Act, 1988.
to shareholders, return capital to shareholders, issue new shares, or sell non-core assets to reduce the debt.

OTCO INTERNATIONAL LTD

CIN:L17114KA2001PLC028611

Ratio Analysis For the Year Ending 31-March-2026

S No	Ratio	Numerator	Denominator	FY 2025-2026	FY 2024-2025	% Variance	Reason for Variance
1	Current Ratio	Current Assets	Current liabilities	1.33	1.35	-1.61%	Not Applicable
2	Debt equity Ratio	Total Debt	Share holders Equity	1.38	2.21	-37.34%	As Per Schedule 1
3	Debt service coverage Ratio	Earning available for Debt services	Total Debt Services	-	-	0.00%	Not Applicable
4	Return on equity	Net income	Average Share holders equity Fund	0.94%	1.11%	-15.36%	Not Applicable
5	Inventory turnover Ratio	Turnover/ Sales	Average Inventory	0.03	0.12	-76.21%	As Per Schedule 1
6	Trade receivables turnover Ratio	Net Credit sales	Average Trade receivables	6.72	4.08	64.68%	As Per Schedule 1
7	Trade payable turnover Ratio	Net Credit Purchases	Average Trade payables	5.76	1.35	327.25%	As Per Schedule 1
8	Net capital turnover ratio	Net Sales	Average Working capital	0.10	0.44	-76.26%	As Per Schedule 1
9	Net profit ratio	Net Profit	Net sales	11.40%	3.24%	8.16%	Not Applicable
10	Return on capital employed	EBIT	Capital Employed	0.46%	0.41%	0.05%	Not Applicable
11	Return on investment	Income generated from investments	Average invested funds in investments	0.00%	0.00%	0.00%	Not Applicable

Schedule - 1

S No	Ratio	Variance	Reason For Variance
1	Debt equity Ratio	-37%	Because of Increase in debts
2	Return on equity	-15%	Because of reduction in turnover profitbility reduced
3	Inventory turnover Ratio	-76%	Because of reduction in turnover and increase in inventory
4	Trade payable turnover Ratio	327%	Because of substanstansial reduction in trade payables
5	Net capital turnover ratio	-76%	Because of reduction in turnover

OTCO INTERNATIONAL LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS ON 31.03.2026

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 29.05.2026.

2. Application of new and revised Ind AS

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified 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 deemed 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 recognised 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 Equipment - 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 GST wherever applicable.

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

<u>Defined contribution plan</u>

Provident fund

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

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<u>Defined benefit plans</u>

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 recognised 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.

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.