

OTCO

Evolving With Passion

OTCO INTERNATIONAL LIMITED
33rd ANNUAL REPORT

FY 2013-14

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COMPANY INFORMATION

Registered office	Otco International Limited No. 139, 1ST Floor, Gurumurthy Bhavan, Infantry Road, Bangalore-560001, Karnataka, India. Tel: 91-80-25580971 Fax: 91-80-25582340 Email: info@otcointernational.in	
CIN	L17114KA2001PLC028611	
Board of Directors	Name	Designation
	Mr. Collin Richard Timms	Chairman
	Mr. Francis Inthru Alphonso	Executive Director
	Mr. Subrahmaniya Sivam Ramamurthy	Non Executive & Independent Director
	Mr. Kesavan Ramadasan	Non Executive & Independent Director
	Mr. Shaine Sunny Mundaplakkal	Non Executive & Independent Director
Company Secretary & Compliance Officer	Mr. Manasranjan Sahoo	
Statutory Auditors	M/s. C. Ramasamy & B. Srinivasan Chartered Accountants No.37, Alagiri Nagar, II Street, Vadapalani Chennai - 600 026 , Tamilnadu, India. Email: crbsca@gmail.com	
Bankers	ICICI Bank Limited	
Listed on	BSE Limited & The Bangalore Stock Exchange Limited	
Share Transfer Agent	M/s. Integrated Enterprises (India) Ltd, #30, Ramana Residency, 4 th Cross Street, Sampige road, Melleswaram, Bangalore-560 003 Karnataka Tel:- 080-23460815-818, fax:- 080 23460819 Email id: irg@integratedindia.in	

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the members of M/s. OTCO International Limited will be held at Havilla Tree Top, "Lake Point" 38/13, Meanee Avenue, Bangalore-560042, Karnataka, India on Tuesday, 23rd Day of September, 2014 at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and the profit and loss account for the period ended on 31.03.2014 and Reports of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Francis Inthru Alphonso (holding DIN 00473277), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors)Rule, 2014(including any statutory modification(s) and re-enactment thereof, for time being in force) M/s. C. Ramasamy & B. Srinivasan, Chartered Accountants, Chennai (Firm Registration No 002957S), be and are hereby reappointed as Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at such remuneration plus service tax as applicable and reimbursement of out of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf"

SPECIAL BUSINESS

4. To Consider and, if thought fit, to pass with or without modification (s), the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rule, 2014(including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Clause 49 of Listing Agreement, including any modification or amendment thereof, Mr. Subrahmaniya Sivam Ramamurthy ,(holding

DIN no 02393209) , Director of the Company who retires by rotation at the Thirty Third Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 , be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for term up to March 31, 2017.”

5. To Consider and, if thought fit, to pass with or without modification (s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rule, 2014(including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Clause 49 of Listing Agreement, including any modification or amendment thereof, Mr. Shaine Sunny Mundaplakkal (holding DIN 06429415) , Director of the Company who retires by rotation at the Thirty Third Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for term upto March 31, 2017.”

6. To Consider and, if thought fit, to pass with or without modification (s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rule, 2014(including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Clause 49 of Listing Agreement, including any modification or amendment thereof, Mr. Kesavan Ramadasan (holding DIN 01794344), Director of the Company who retires by rotation at the Thirty Third Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for term up to March 31, 2017.”

7. To Consider and, if thought fit, to pass with or without modification (s), the following Resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 14 and any other

applicable provisions of the Companies Act, 2013 ('the Act') and rules framed there under and subject to such approvals, permissions, sanctions and consents as may be from necessary from appropriate authorities or bodies, the existing article of the company be altered as set below:

The existing Article 85 of the Articles of Association of the Company be deleted and the following Article 85 be Substituted in place thereof and a new Article 85A is added after the existing Article 85 thereof:

85. Directors Liable to retire by Rotation:

At every Annual General Meeting of the Company, one third of such of the Directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearest to one-third shall retire from office. Notwithstanding anything to the contrary contained herein, no Managing Director / Whole Time Director, Independent Director, Nominee Director and Small Shareholders Director shall be liable to retire by rotation.

85A: The Managing Director of the Company can be appointed or reappointed as Chairman of the Company at the same time.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee constituted or to be constituted for the purposes herein) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual, proper or expedient to give effect to these resolutions without being required to seek any further consent or approval of members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Place: Bangalore

Date: 25.08.2014

By the order of the Board of Directors

Sd/-

MANASRANJAN SAHOO

Company Secretary & Compliance Officer

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE FOURTEENTH ANNUAL GENERAL MEETING (“the Meeting”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE

PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. A PERSON SHALL ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
3. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item nos. 4 to 7 of the Notice set out above, is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 15, 2014 to Tuesday, September 23, 2014 (both days inclusive).
6. Members are requested to bring their admission slips along with copy of the Annual Report to the Annual General Meeting.
7. Pursuant to the provisions of Sections 205A (5) and 205C of the Companies Act, 1956, the Company has transferred the unclaimed and unpaid dividends for the financial years 2000-01 to 2001-02, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012.
8. A. Members are requested to notify immediately any change of address
 - (i) to their Depository Participants (DPs) in respect of the shares held in electronic form, and
 - (ii) to the Company or its RTA, in respect of the shares held in physical form together with a proof of address viz. Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.

- B. In case the mailing address mentioned on this Annual Report is without the PINCODE, members are requested to kindly inform their PINCODE immediately.
9. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately:
 - (a) the change in the residential status on return to India for permanent settlement.
 - (b) the particulars of the NRE Account with a Bank in India, if not furnished earlier.
 10. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DP ID number, as the case may be.
 11. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
 12. (a) Members are advised to avail of the facility for receipt of dividend through Electronic Clearing Service (ECS). The ECS facility is available at specified locations. Members holding shares in electronic form are requested to contact their respective DPs for availing ECS facility. Members holding shares in physical form are requested to download the ECS form from the website of the Company viz. www.otcointernational.in and the same duly filled up and signed along with a photocopy of a cancelled cheque may be sent to the Company or to its RTA.
 - (b) Members who hold shares in electronic form and want to change / correct the bank account details should send the same immediately to their concerned DP and not to the Company. Members are also requested to give the MICR Code of their bank to their DPs. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered, as will be furnished by NSDL/ CDSL to the Company.
 - (c) The Securities and Exchange Board of India (SEBI) vide its Circular dated 21st March, 2013 has provided that companies making cash payments to their investors shall use approved electronic mode of payment such as ECS,

NECS, NEFT etc. To enable usage of electronic payment instruments, companies are required to maintain requisite bank details of their investors:-

1. For securities held in demat mode, companies shall seek relevant bank details from the Depositories.
2. For securities held in physical mode, companies shall maintain updated bank details received from the investors.

13. **Depository System:**

The Company has entered into agreements with NSDL and CDSL. The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.

Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holdings to electronic mode.

14. As per the provisions of Section 72 of the Companies Act 2013, facility for making nominations is now available to individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company's Secretarial Department at its Registered Office or its RTA or can download the form from the Company's website viz. www.otcointernational.in. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
15. Disclosure pursuant to Clause 49 of the Listing Agreement with respect to Directors seeking re-appointment/appointment at the Annual General Meeting is attached hereto.
16. The Annual Report of the Company for the year 2013-14, circulated to the Members of the Company, is available on the Company's website viz. www.otcointernational.in. The annual accounts of the Company's subsidiary companies and the related detailed information shall be made available to shareholders of the holding and subsidiary companies seeking such information at any point of time.

17. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, and transmission of shares and transposition of shares.
18. In line with the measures of Green Initiative taken by SEBI, Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with the Company or its RTA and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs). If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

A 'Green Initiative' form can be downloaded from the Company's website viz. www.otcointernational.in for registering the email ID

Instructions for E-Voting : In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to physical voting to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional for the Members. The instructions to Members for e-voting are as under:

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

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to

www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (vi) If you are a first time user follow the steps given below:
 (vii) After entering these details appropriately, click on “SUBMIT” tab.

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). - Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. - In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. - Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field .

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(x) Click on the EVSN –**OTCO INTERNATIONAL LIMITED**

- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) Above to cast vote.
- (B) The voting period begins on **Thursday the 18th September, 2014 (9,00am)** and ends on **Saturday, 20th September, 2014 (5.30pm)**. During this period shareholders’ of the Company, holding shares either in physical form or in

dematerialized form, as on the cut-off date of 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

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

- (i) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on Friday, 29th August, 2014.
- (ii) The facility of e-voting shall commence on **Thursday the 18th September, 2014 (9,00am)** and ends on **Saturday, 20th September, 2014 (5.30pm)**. Members will not be able to cast their votes after **Saturday, 20th September, 2014 (5.30pm)**.
- (iii) Member(s) can opt for only one mode of voting i.e. either physically voting at the Annual General Meeting, voting through e-voting. In case a member has cast multiple votes, then voting done by e-voting will be treated as valid.
- (iv) Mr. Rajesh Kumar Agrawal, Partner, Rajesh Agrawal & Associates, Bangalore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (v) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer’s report of the votes cast in favour of, or against, if any, forthwith to the Chairman of the Company.
- (vi) The results declared along with the Scrutinizer’s report shall be placed on the Company’s website www.otcointernational.in within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:

Item No.2

Mr. Francis Inthru Alphonso

Mr. Francis Inthru Alphonso is an eminent person in IT Solution sector, having more than 20 years of rich experience in the field of IT Solution, Software development, testing and its application. He is instrumental in advising company in various project matters. He does not hold any shares in the company as per the information furnished by him.

Except Mr. Francis Inthru Alphonso none of the directors of the company may be deemed to be concerned or interested in this.

For items 4 to 6

The Companies Act, 2013 ("the Act") provides for appointment of Independent Directors for a term upto 3 consecutive years. Further the Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Directors by a listed Company.

The following Directors are Independent Directors viz. Mr. Kesavan Ramadasan, Mr. Shaine Sunny Mundaplakkal & Mr. Subrahmaniya Sivam Ramamurthy on the Board of the Company.

Mr. Shaine Sunny Mundaplakkal

Mr. Shaine Sunny Mundaplakkal is an eminent person in IT Solution sector, having more than 5 years of rich experience in the field of IT Solution, Software development, testing and its application. He is instrumental in advising company in various project matters. He does not hold any shares in the company as per the information furnished by him.

Mr. Kesavan Ramadasan

Mr. Kesavan Ramadasan is an advocate of Karnataka High Court having more than 35 years of rich experience in the field of intellectual property law, labour law and other relevant laws. He is advising company in various legal and compliance matters. He does not hold any shares in the company as per the information furnished by him.

Mr. Subrahmaniya Sivam Ramamurthy

Mr. Subrahmaniya Sivam Ramamurthy is a CA, CMA and CS .He is Practicing Chartered Accountant by Profession and eminent person in various fields with a rich experience of over 25 years. He does not hold any shares in the company.

Except Mr. Subrahmaniya Sivam Ramamurthy, none of the directors of the company may be deemed to be concerned or interested in this.

The Board of Directors considers that in view of the background and experience of Mr. Subrahmaniya Sivam Ramamurthy , it would be in the interest of the Company to appoint as director of the Company .The board recommends the resolution for your approval.

It is proposed to appoint each of them as Independent Directors under Section 149 of the the Act and Clause 49 of the Listing Agreement to hold office for a term of 3 (three) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2017, not liable to retire by rotation.

The Company has received notices pursuant to the provision of Section 160 of the Act from Members signifying their intention to propose the candidature of Mr. Kesavan Ramadasan, Mr. Shaine Sunny Mundaplakkal & Mr. Subrahmaniya Sivam Ramamurthy as Independent Directors of the Company.

The above mentioned Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received declarations from each of them that they meet the criteria of independence as prescribed under subsection (6) of Section 149 of the Act and Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Kesavan Ramadasan, Mr. Shaine Sunny Mundaplakkal & Mr. Subrahmaniya Sivam Ramamurthy fulfil the conditions for their appointment as Independent Directors as specified in the Act, the Rules made thereunder and the Listing Agreement. All of them are independent of the management.

Considering their vast experience, their presence on the Board will be of immense value to the Company.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. Kesavan Ramadasan, Mr. Shaine Sunny Mundaplakkal & Mr. Subrahmaniya Sivam Ramamurthy and their relatives are concerned or interested in the respective resolutions for their appointment.

The resolutions as set out in Item nos. 4 to 6 of this Notice are accordingly commended for your approval.

Item No.7

In the articles of association Clause no. 85 under the heading appointment and retirement of Directors is substituted as one third of such of the Directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearest to one-third shall retire from office. Notwithstanding anything to the contrary contained herein, no Managing Director / Whole Time Director, Independent Director, Nominee Director and Small Shareholders Director shall be liable to retire by rotation and another sub clause is added as 85A that The Managing Director of the Company can be appointed or reappointed as Chairman of the Company at the same time.

Place: Bangalore

Date: 25.08.2014

By the order of the Board of Directors

Sd/-

MANASRANJAN SAHOO

Company Secretary & Compliance Officer

Disclosure pursuant to Clause 49 of the Listing Agreement relating to Directors seeking re-appointment/appointment at the Annual General Meeting:

Name	: Mr. Kesavan Ramadasan	DOB	: 04/09/1931
Date of Appointment	: 24/07/2013	Qualification	: LLB,LLM
Expertise	: Lawyer		
Other Directorship	: 1. UV Boards Limited. 2. DELTA Legal Services Private Limited		
Details of Members of Committees			1

Name	: Mr. Francis Inthru Alphonso	DOB	: 08/08/1958
Date of Appointment	: 30/05/2001	Qualification	: MTECH
Expertise	: Engineer		
Other Directorship	: 1. Hark Trade and Transformation Private Limited. 2. Spot City Transit Services Private Limited 3. Commits Education Private Limited 4. Efcee investments & Services Private Limited 5. Oneness Designs Private Limited 6. Efcee Maritime Logistics Private Limited 7. Sol aqua Nova Engineering Company Private Limited		
Details of Members of Committees			NIL

Name	: Mr. Shaine Sunny Mundaplakkal	DOB	: 03/07/1989
Date of Appointment	: 24/07/2013	Qualification	: MTECH
Expertise	: Engineer		
Other Directorship	: 1. Uniply Industries Limited. 2. Reva Software Systems Private Limited		
Details of Members of Committees			3

Name	: Mr. Subrahmaniya Sivam Ramamurthy	DOB	: 15/12/1958
Date of Appointment	: 12/11/2013	Qualification	: FCA,FCS,FCMA
Expertise	: Accounts ,Law etc.		
Other Directorship	: 1. UV Boards Limited		
Details of Members of Committees			2

OTCO INTERNATIONAL LIMITED
Important Communication to Shareholders
“GREEN INITIATIVE IN THE CORPORATE GOVERNANCE”

Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued a circular No.17/2011 on April 21, 2011 stating that the service of document to shareholders by a Company can be made through electronic mode. Keeping in view the underlying theme and to support this green initiative of Government in the right spirit, members who holds shares in electronic mode and who have not registered their email addresses, so far, are requested to register their email address and changes therein from time to time, with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the below mentioned prescribed form, giving their consent to receive the Notices calling general meetings, audited financial statements, auditors’ report, directors’ report, explanatory statement or any other communication in electronic mode, and register the said form with **Integrated Enterprises (India) Limited**. The said form is also available on the Company’s website www.otcointernational.in

Please note that you will be entitled to be furnished, free of cost, with a physical copy of the notice, balance sheet and all other documents required by law to be attached thereto including the profit & loss account and auditors’ report etc., upon receipt of a requisition from you, any time, as a member of the Company. We are sure you would appreciate the “Green Initiative” taken by MCA and your Company’s desire to participate in such initiatives.

EMAIL ADDRESS REGISTRATION FORM

(For members who holds shares in Physical Form)

Otco International Limited

No. 139, 1ST Floor, Gurumurthy Bhavan, Infantry Road,
Bangalore-560001, Karnataka, India.

Ledger Folio No:

Nos of Shares Held:

Name of Shareholder/Joint Holder

Email Id: 1) 2)

Contact No :

I hereby give my/our consent to receive the Notices calling general meetings, audited financial statements, auditors' report, directors' report, explanatory statement and all other documents required by law to be attached thereto or any other communication in electronic mode at my/our above mentioned email ID.

Signed this _____ day of _____ 2014

Signature of Shareholder

Note:

- 1) Members are requested to send their duly completed form as above to the Registrar and Transfer Agent (RTA) namely **Integrated Enterprises (India) Limited**.
- 2) Members are also requested to inform about any change in their email ID immediately to RTA.
- 3) This form is also available on the Company's website www.otcointernational.in

DIRECTORS' REPORT

Dear Members,

The Directors take pleasure in presenting the 33rd Annual Report along with the Audited Statement of Accounts for the year ended 31st March, 2014 as under:

FINANCIAL HIGHLIGHTS

PARTICULARS	Year ended 31 st March, 14	Year ended 31 st March, 13
Income from operations	8.65	0.00
Other Income	0	0.00
Total Income	8.65	0.00
Total Expenditure	8.21	155.58
Profit / (Loss) before Interest, Depreciation & Tax	1.22	(154.53)
Interest	0.08	0.00
Profit / (Loss) before Depreciation & Tax (PBDT)	1.14	(154.53)
Depreciation	0.70	(1.04)
Profit / (Loss) before Tax (PBT)	0.44	(155.58)
Provision for Taxation	0.00	6.72
Profit / (Loss) After Tax (PAT)	0.44	(148.86)

DIVIDEND :

In view of losses Your Directors does not re commend any dividend for this year.

FIXED DEPOSIT :

During the year under review, the Company has not accepted any Deposits from Public.

DIRECTORS :

As per the Articles of Association Mr. Kesavan Ramadasan, Mr. Shaine Sunny Mundaplakkal & Mr. Subrahmaniya Sivam Ramamurthy retires by rotation but being eligible, offers himself for reappointment and Independent Directors are appointed for fixed terms of 3 years

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to sub-section (2AA) of Section 217 of the Companies Act, 1956 & section 134 (5) of Companies Act 2013, the Board of Directors of the Company hereby state and confirm that:

In the preparation of the Annual Accounts, the applicable accounting standards were followed:

- (i) That the preparation of the Accounts for the financial year ended 31st March 2014, the applicable accounting standards have been followed along with proper explanation relating to the material departure.
- (ii) The Director's have selected such accounting policies and applied them consistently and made judgments and estimate that were 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 or loss of the company for the year ended under review.
- (iii) That the director's have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) That the Director's have prepared the accounts for the financial year ended 31st March, 2014 on a going concern basis.

EXPLANATION OR COMMENTS BY THE BOARD ON EVERY QUALIFICATIONS, RESERVATION OR ADVERSE REMARKS OR DISCLAIMER REMARKS

In Para 9(a) of Annexure to independent auditor's Report, it is mentioned that the Company is regular in depositing all undisputed statutory dues except the following:-

- Provision for tax (FBT) :- Rs 31500/-
- VAT:- Rs.1000/-
- TDS:- Rs. 1759/-

The Board has considered the above and is making arrangements for paying the same during the financial year 2014-15.

CORPORATE GOVERNANCE :

Your Company strives to incorporate the appropriate standards for corporate

governance. Pursuant to Clause-49 of listing agreement to the Stock Exchange Corporate Governance Report and Auditors' certificate on its compliance is annexed and forms part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO:

The details of Conservation of energy, Technology Absorption and Foreign Exchange earnings and outgo as per section 217(1) (e) read with Companies (Disclosure of particulars in the report of Board of Directors) Rules 1988 as amended are given in the Annexure-I forming part of this report.

AUDITORS:

The Company's Auditors **M/s. C. Ramasamy & B. Srinivasan** will retire at the conclusion of ensuing Annual General Meeting and offer themselves for reappointment.

AUDITORS' REPORT:

Notes forming part of the Accounts, which are specifically, referred to by Auditors in the Report are self-explanatory and therefore do not call for any further comments.

PARTICULARS OF EMPLOYEES:

There is no employee of the company drawing total remuneration of Rs.60,00,000 p.a. or `5,00,000 p.m. as required u/s 217 (2A) of The Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975

ACKNOWLEDGEMENT:

The Directors take this opportunity to thank all their valued customers, business associates and vendors for their kind support. The Directors also record their appreciation for the sincere and dedicated efforts put in by all the employees at all levels for their contribution towards this performance. The co-operation of our bankers ICICI Bank have been commendable and have helped us throughout the year. The Management also thanks their share holders.

Place: Bangalore

Date: 29.05.2014

For and on behalf of Board

Sd/-

Mr. Collin R. Timms

Chairman & Director

ANNEXURE TO THE DIRECTORS' REPORT

Annexure-I

Information pursuant to the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 as amended.

(1) **CONSERVATION OF ENERGY:** The average consumption of Electricity per unit is NIL in the Financial Year 2013-2014.

(2) **TECHNOLOGY ABSORPTION:** NIL

(3) **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Total Exchange used and earned.

(Rs in Lacs)

Particulars	2013-14	2012-2013
i Foreign Exchange earned including Direct and Indirect exports	NIL	NIL
ii Foreign Exchange used	NIL	NIL

FORM - A

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSUMPTION OF ENERGY

Particulars	2013-14	2012-2013
A. Power & Fuel	NIL	NIL
Electricity		
A. Purchase		
B. Value		
C. Per unit	NIL	NIL
Own Generation		
A. Purchase		
B. Value		
C. Per unit	NIL	NIL
Coal		
A. Purchase		
B. Value		
C. Per unit	NIL	NIL

Particulars	2013-14	2012-2013
Lignite		
A. Purchase		
B. Value		
C. Per unit	NIL	NIL
Fire Wood 7 lignite		
A. Purchase		
B. Value		
C. Per unit	NIL	NIL

FORM - B

**FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO
ABSORPTION OF TECHNOLOGY, RESEARCH & DEVELOPMENT.**

RESEARCH AND DEVELOPMENT (R&D)	2013-2014	2012-2013
1. Specific areas in which R & D is carried out by the Company	NIL	NIL
2. Benefits derived as a result of the above R & D	NIL	NIL
3. Future plan of action	NIL	NIL
4. Expenditure on R & D (a) Capital (b) Benefits derived as a result of the above R & D (c) Future plan of action (d) Total R & D expenditure as a percentage of total turnover adaptation and innovation.	NIL	NIL

CORPORATE GOVERNANCE REPORT

In compliance with the Corporate Governance requirements as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges, the Company has been incorporating a separate section on Corporate Governance for the last few years, in its Annual Report. The Shareholders and Investors of the Company would have found the information very informative & useful.

The Company's policies on the Corporate Governance and due compliance report on specific areas wherever applicable for the year ended 31st March, 2014 are given hereunder divided into the following areas:-

1) Company's philosophy on Corporate Governance:-

The Company continues to commit itself to maintaining the highest standards of integrity, transparency and accountability in all facets of its operations and to create Shareholders' value on a sustainable basis. Bloom believes that good Corporate Governance, with transparency and independence as its key ingredients, provides a market-oriented framework for the running of Companies. It can ensure a proper balance between management, board and shareholders, adequate levels of transparency, appropriate compensation schemes and the prevention of conflict of interests.

2) Board of Directors:-

a) Composition of the Board:

The Board of Directors of the Company comprises two Executive Directors and three Non-Executive Directors.

b) Board Procedure considered at each Board and Committee meetings, to enable the Board to discharge its responsibilities effectively and the Chairman and Director reviews the overall performance of the Company. Board meeting held during the financial year 2013-14. The board of directors of the Company met six times on financial year 2013-14.

The Directors' attendance record, Directorships and Committee positions are noted below:

SI No.	Name of Director	Executive/Non Executive/ Independent	No of Board meetings attended	Number of Other Directorships	Committee Positions held in other Public Companies		Attendance at the Last AGM
					Chairman	Member	
1.	Mr. Francis Intru Alphonso	Executive	6	8	None	None	Yes
2.	Mr. Collin Richard Timms	Executive	6	8	None	None	Yes
3.	Mr. Kesavan Ramadasan	Non-Executive Independent	4	4	None	1	Yes
4.	Mr. Shaine Sunny Mundaplakkal	Non-Executive Independent	4	3	None	1	Yes
5.	Mr. Subrahmaniya Sivam Ramamurthy	Non-Executive Independent	2	2	None	1	Yes

c) Code of Conduct:

The Company has framed a code of conduct for the members of the Board of Directors and Senior Management personnel of the Company. The said code of conduct is available on the website of the Company. The declaration by Mr. Collin Richard Timms, Director of the Company regarding compliance

d) Remuneration Committee:

The terms of appointment and payment of Remuneration to managerial personnel and executive directors are normally decided based on the years of experience and contribution made by the respective executive directors and is consistent with the existing industry practice. As regard payment of sitting fees to nonexecutive directors, the same is within the limits prescribed by the Companies Act, 1956. . The Meeting of the Remuneration Committee was held on 4 wherein following members of the committee remained present.

Name of the Members	Chairman/ Member	No. of meetings attended
Mr. Shaine Sunny Mundaplakkal	Chairman	4
Mr. Collin Richard Timms	Member	4
Mr. Subrahmaniya Sivam Ramamurthy	Member	2

e) Details of sitting fees, commission and remuneration paid/payable to Directors:

The details of remuneration paid to directors during financial year 2013-2014 is NIL

i) Non-Executive Directors:

The non-executive directors are not paid any remuneration except sitting fees for attending the meetings of the board of directors and/or committees thereof.

Name of the Directors	Commission Payable for the year	Sitting fees paid during the year	Total
Mr. Kesavan Ramadasan	NIL	NIL	NIL
Mr. Shaine Sunny Mundaplakkal	NIL	NIL	NIL
Mr. Subrahmaniya Sivam Ramamurthy	NIL	NIL	NIL

3) Audit Committee:

Role and terms of reference

The board terms of reference includes the following as is mandated in Clause 49 of listing agreement and Section 292A of Companies Act, 1956:

The Audit committee in detail reviewed the following points:-

- Management discussion and analysis of financial condition and results of operations
- Statement of significant related party transactions and details of material individual transactions with related parties which are not in the normal course of business
- Internal audit reports relating to internal control weaknesses
- Major accounting entries involving estimates based on the exercise of judgment

by management

- Significant adjustments made in the financial statements arising out of audit findings
- Compliance with listing and other legal requirements relating to financial statements
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems
- Discussion with internal auditors any significant findings and follow up there on
- 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
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee

Composition, meetings and attendance:

The audit committee of the Company has been constituted as per the requirements of Clause 49 of the listing agreement. The composition of audit committee is in compliance with the requirements of Clause 49 (II) (A) of the listing agreement. It consists of 3 members, all of whom including the Chairman are independent directors. The CFO and Internal Auditor of the Company are invited to attend the meetings of the audit committee from time-to-time to respond to queries raised at the Committee meetings.

During the financial year 2013-14, the audit committee four times .The gap between two meetings did not exceed four months. The attendance of the members is noted below:-

SL No.	Name of the member	Chairman/ Member	No of meetings attended
1.	Mr. Subrahmaniya Sivam Ramamurthy	Chairman	2
2	Mr. Shaine Sunny Mundaplakkal	member	3
3.	Mr. Collin Richard Timms	member	4

All the members of the Audit Committee were Non-executive Directors however with reconstitution; one of the member is an executive director. All the members of Audit Committee are financially literate and one member is having vast experience in the field of financial management expertise and other in these related matters.

4) Disclosures:

- a) Subsidiary Companies: The Company does not have any subsidiary unit.
- b) There are no materially significant related party transactions entered into by the Company with the Promoters, Directors or the Management, their Relatives etc. that may have potential conflict with the interest of the Company at large. The register of contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval. Transactions with related parties are disclosed in notes to the accounts in this Annual Report.
- c) All pecuniary relationship or transactions of the non-executive Directors vis-à-vis the Company have been disclosed in the notes forming parts of the Accounts.
- d) Management Discussion and Analysis forms part of the Directors' Report to the shareholders and it includes discussion on matters as required under the provisions of Clause 49 of the listing agreement with Stock Exchanges.
- e) No Penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

5) Shareholders'/Investors' Grievance Committee : Terms of reference

The board terms of reference includes the following:

- a) Redressal of shareholder and investors' complaints including but not limited to transfer of shares and issue of duplicate share certificates, non-receipt of balance sheet, non-receipt of declared dividends, etc.and
- b) Monitoring transfers, transmissions, dematerialization, rematerialization, splitting and consolidation of shares issued by the Company.

Composition, meetings and attendance:

Shareholders' Grievance Committee of the Company consists of three directors out of which the chairman is a non-executive independent director and other two members are one executive director and other Non executive Director of the Company. The attendance of the members is mentioned below:-

Sl. No.	Name of the Director	Status	Nos of Meetings attended
1.	Mr. Kesavan Ramadasan	Chairman	3
2.	Mr. Shaine Sunny Mundaplakkal	Member	3
3.	Mr. Collin Richard Timms	Member	4

6) Name, designation of the Compliance Officer:

- Mr. Manasranjan Sahoo is the Compliance Officer of the Company.

7) Compliance Certificate:

- Compliance Certificate for Corporate Governance from Auditors of the Company for the financial year 2013- 2014 is given as Annexure to this Report.

8) General Body Meetings:

- a) The details of General Meetings held in last three years are as under:-

Annual General Meeting:

Financials Year	Venue	Date	Time
2012-13	Bridge Foundation Auditorium, 1 st Floor, No.139, Infantry Road, Bangalore-560 001	30.09.2013	11.00 A. M.
2011-12	Bridge Foundation Auditorium, 1 st Floor, No.139, Infantry Road, Bangalore-560 001	31.12.2012	11.00A.M.
2010-11	1st Floor, Gurumurthy Bhavan, Infantry Road,, Bangalore 560001	29.09.2011	10.30a.m.

- b) Whether any special resolutions passed in the previous three AGMs: Yes, details of which are given hereunder:-NA
- c) Whether any special resolution was passed last year through postal ballot / details of voting pattern? NO

9) Means of Communication

- a) The Quarterly, Half yearly and Annual Results are sent to the stock exchanges after Board's approval. The results are also published in the news papers in English and vernacular languages.

- b) The website also displays official press releases. The Company has not made any presentation to institutional Investors or to analysts.
- c) The Management Discussion and Analysis Report of this Annual Report

10) General Shareholder Information:

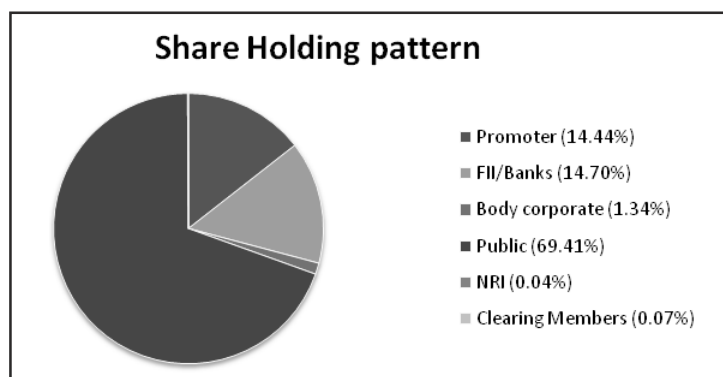
1.	Registered office:	1st Floor, Gurumurthy Bhavan, Infantry Road,,Bangalore 560001
2.	Corporate Identification Number(CIN)	L17114KA2001PLC028611
3.	Date and Time Venue	23rd September, 2014 at 11.30 a.m. Havilla Tree Top, "Lake Point" 38/13, Meanee Avenue, Bangalore-560042
4.	Financial Calendar	<ul style="list-style-type: none"> - The financial year covers the period from 1st April, 2014 to 31st March, 2015. - First Quarter Results :-on or before 15-08-2014 - Half yearly Results :- on or before 15-11-2014 - Third Quarter Results:- on or before 15-2-2015 - Fourth quarter Results:- on or before 31.05.2015 - Annual general meeting for the year ending 31st March,2015:- on or before 30.09.2015
5.	Date of Book closure:	The period of book closure is fixed from 15.09.2014 to 23.09.2014 (both days inclusive).
6.	Register and Transfer Agent.	M/s. Integrated Enterprises (India) Ltd, #30, Ramana Residency, 4th Cross Street, Sampige road, Melleswaram, Bangalore-560 003. Karnataka. Tel:- 080-23460815-818, fax:- 080 23460819 Email id: irg@integratedindia.in

7.	Dematerialization of Shares	<ul style="list-style-type: none"> - Shares of the Company can be held and traded in electronic forms, As stipulated by SEBI, the shares of the Company are accepted in the Stock Exchange for delivery compulsorily only in dematerialized form. - 58.41% of Total Equity Capital(including holding of Promoters of Companies) is held in Dematerialized form with NSDL and CDSL as on 31st March,2014 - Shares are not traded in BSE during the year
	Details of funding obtained in the last Three years	- No Capital has been raised in the last 3 years
	ADRs/GDRs/Warrants or any convertible instruments	- Not issued
8.	Listing on Stock Exchange	BSE Ltd & the Bangalore Stock Exchange Ltd.
9.	Stock Exchange code and ID	Scrip ID: OTCO Group/Index :B Scrip Code: 523151 ISIN: INE910B01010
	Depository Connectivity	National Securities Depository Limited(NSDL) Central Depository Services (India) Limited (CDSL)
10.	Sub-Division of Shares	Not any sub division of Shares is carried during the years
11.	Share Transfer System	All Transfers in physical form are processed and approved by Shares Transfer and Share Holder/Investor Grievance Committee and/ or the Board. Share transfer/ Remat requests are processed within the timelines stipulated by SEBI.
12.	Address for Communications	OTCO International Limited 1st Floor, Gurusurthy Bhavan, Infantry Road,,Bangalore 560001. Email id:- info@otcointernational.in

Distribution of Shareholding as on 31.03.2014

No of Equity shares held	Total share holders	Total shares	Total % to capital
Up to 500	397	105898	4.08
501-1000	80	582700	2.25
1001-2000	40	596600	2.30
2001-3000	20	512690	1.98
3001-4000	9	32393	1.25
4001-5000	2	9944	0.38
5001-10000	13	104889	4.04
10001 and above	38	2171301	83.72
Total	1139	2593624	100.00

Total Shares held in dematerialized form:-15, 14,923 Shares

PIE-DIAGRAM**Plant (Manufacturing Units): Not Applicable**

The above report has been placed before the Board at its meeting held on 25.08.2014 and the same was approved.

DECLARATION TO THE MEMBERS PURSUANT TO CLAUSE 49 (I) (D) (II) OF THE LISTING AGREEMENT

We hereby declare that all members of the Board and senior management personnel have affirmed compliance with the respective provisions of the Code of Business Conduct and Ethics of the company formulated by the board of directors for the financial year ended 31st March 2014

Place: Bangalore

Date: 29.05.2014

For OTCO International Limited

COLLIN R. TIMMS FRANCIS I. ALPHONSO

Director

Director

CEO CERTIFICATION

The Board of Directors.
Otco International Limited.
1st Floor, Gurumurthy Bhavan,
Infantry Road, Bangalore 560001

I, COLLIN RICHARD TIMMS, Director, certify to the Board of Directors that:

- a. I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2014 and that to the best of my knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. To the best of my knowledge and belief, no transactions entered into by the Company during the year which is fraudulent, illegal or violative of the Company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I was aware and the steps I have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the auditors and the Audit committee:
 - i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of Significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Bangalore

For and on behalf of Board

Date: 29.05.2014

Mr. Collin R. Timms
Chairman & Director

**CERTIFICATE OF COMPLIANCE FROM AUDITORS AS STIPULATED UNDER
CLAUSE 49 OF THE LISTING AGREEMENT OF THE STOCK EXCHANGE IN INDIA**

TO

THE SHAREHOLDERS

We have examined the compliance conditions of Corporate Governance by OTCO International Limited for the year ended on 31st March, 2014, as stipulated in clause 49 of the Listing Agreement of the said Company with Bombay stock exchange Limited.

The compliance of condition of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: BANGALORE

Date: 29.05.2014

For C. Ramasamy & B. Srinivasan,

Chartered Accountants

FRN: 002957S

C. Ramasamy

(PARTNER)

Membership No. : 23714

MANAGEMENT DISCUSSIONS AND ANALYSIS FINANCIAL PERFORMANCE:

INDUSTRY OVERVIEW:

Information Technology (IT) has made possible information access at gigabit speeds. It has created a level playing field among nations and created has a positive impact on the lives of millions. Today, a country's IT potential is paramount for its march towards global competitiveness, healthy gross domestic product (GDP) and meeting up the energy and environmental challenges.

The Indian IT and Information Technology enabled Services (ITeS) sectors go hand-in-hand in every aspect. The industry has not only transformed India's image on the global platform, but also fuelled economic growth by energizing the higher education sector (especially in engineering and computer science). The industry has employed almost 10 million Indians and, hence, has contributed significantly to social transformation in the country.

India is one of the fastest-growing IT services markets in the world. It is also the world's largest sourcing destination, accounting for approximately 52 per cent of the US\$ 124–130 billion market. The country's cost competitiveness in providing IT services continues to be its USP in the global sourcing market.

India has the potential to build a US\$ 100 billion software product industry by 2025, according to Indian Software Product Industry Roundtable (ISPIRT). The software products market in India, which includes accounting software and cloud computing-based telephony services, is expected to grow at 14 per cent in 2014.

The Department of Electronics and Information Technology is coordinating strategic activities, promoting skill development programmes, enhancing infrastructure capabilities and supporting research and development (R&D) for India's leadership position in IT and ITeS.

Market Size

Indian IT and ITeS industry is divided into four major segments – IT services, business process management (BPM), software products and engineering services, and hardware. The IT services sector accounted for the largest share of the IT and ITeS industry, with a total market size of US\$ 56.3 billion during FY13, followed by BPM sector (US\$ 20.9 billion), and software products and engineering services (US\$ 17.9 billion); the market size for hardware was US\$ 13.3 billion during FY12.

The Indian IT-BPM industry is expected to add revenues of US\$ 13–14 billion to the existing revenues by FY15, according to National Association of Software and Services Companies (NASSCOM).

The industry grew at a compound annual growth rate (CAGR) of 13.1 per cent during FY08–13. Total exports from the IT-BPM sector (excluding hardware) were estimated at US\$ 76 billion during FY13, Export of IT services has been the major contributor, accounting for 57.9 per cent of total IT exports (excluding hardware) in FY13. BPM accounted for 23.5 per cent of total IT exports during the same fiscal. The IT outsourcing sector is expected to see exports growing by 13–15 per cent during FY15.

The technology industry of India will have a US\$ 37 billion of CMO opportunity by 2020, according to a report titled 'Marketing, Disrupted: Opportunities for the Indian technology industry' by NASSCOM and Sapient Nitro.

Investments

Indian IT's core competencies and strengths have placed it on the international canvas, attracting investments from major countries.

According to data released by the Department of Industrial Policy and Promotion (DIPP), the computer software and hardware sector attracted foreign direct investment (FDI) worth Rs 59,381.64 crore (US\$ 9.89 billion) between April 2000 and February 2014.

Some of the major investments in Indian IT and ITeS sector are as follows:

- Tata Consultancy Services (TCS) plans to merge its two units in Japan with Mitsubishi Corp's IT subsidiary to create a joint venture (JV) company with a revenue base of US\$ 600 million in the world's second-largest market for software services.
- Private equity (PE) firm TPG Growth and India's Smile Group will jointly invest US\$ 100 million to help internet and e-commerce companies build and scale their businesses across the Asia–Pacific region and West Asia.
- Synchron plans to invest US\$ 30–35 million on the expansion of its Hyderabad and Bengaluru facilities. "We have decided to expand our presence in India by setting up facilities in Hyderabad and Bangalore. The idea is to get closer to the bigger talent pool and clients," said Mr Faisal Husain, Founder and Global CEO, Synchron.
- Bharti Airtel, India's largest telecom operator, has renewed its technology

outsourcing contract with software major IBM for a period of five years.

- Infosys has partnered with telecom company Orange to provide Internet TV to its customers. Infosys will deliver a portfolio of interactive TV apps on the Orange Livebox Play. The TV apps will be powered by Infosys DigitizeEdge, a digital asset and experience platform for TV operators, media companies, advertisers and content publishers.

Government Initiatives

The Government of India played a key role with public funding of a large, well trained pool of engineers and management personnel who could forge the Indian IT industry.

The Central Government and the respective State Governments are expected to collectively spend US\$ 6.4 billion on IT products and services in 2014, an increase of 4.3 per cent over 2013, according to a study by Gartner.

Some of the major initiatives taken by the Government to promote IT and ITeS sector in India are as follows:

- The Government of Bihar has unveiled 20 km free Wi-Fi zone in Patna, the longest across the planet, making a strong impression on the world's infotech map.
- The Government of India has given an in-principle approval for setting up of the first electronic system design and manufacturing (ESDM) cluster development in Electronics City, Bengaluru. The ESDM project will come up on a 1.16 acre of land at an investment of approximately Rs 85 crore (US\$ 14.16 million).
- More than 20 small and medium enterprises (SMEs) in the IT sector have recently received land allotment letters from the Government of Punjab to set up their units with an investment of Rs 500 crore (US\$ 83.24 million).
- The Government of India is planning to announce a national policy on cloud computing, as per Mr Kapil Sibal, Minister of Communications and Information Technology.
- The Governments of Maharashtra and Tamil Nadu are in talks with NASSCOM to set up 'start-up warehouses' for incubation of start-ups. The centres are expected to come up in Mumbai and Chennai and are likely to be operational by December 2014.

Road Ahead

India is the most preferred location for engineering off shoring, according to a customer poll conducted by Booz and Co. Companies are now off shoring complete

product responsibility. Increased focus on R&D by IT firms in India has resulted in rising number of patents filed by them.

(Sources: <http://www.ibef.org/industry/information-technology-india.aspx>)

FINANCIAL PERFORMANCE:

Our Company's Total Income increased from Rs.0.00 lacs in FY 2012-13 to Rs8.56 lacs in FY 2013-14 and our Loss decreased from Rs.(148.86) lacs in FY 2012-13 to Rs.(0.48) lacs in FY 2014

COMPETITION:

The IT services market is highly competitive. Competitors include large global consulting firms, sub-division of large multinational technology firms. IT outsourcing firms, Indian IT services firms, software firms and in-house IT departments of large corporations. The increasing attractiveness of the Global Delivery Model is forcing the overseas-based competitors to expand their base in India. In the future we expect competition from firms establishing and building their offshore presence and firms in countries with lower personnel costs than those prevailing in India. However, we recognize that price alone cannot constitute sustainable competitive advantage. The competitors have also indulged in aggressive poaching of talent, especially for experienced IT professionals.

OPPORTUNITIES & THREATS:

OPPORTUNITIES: With IT& ITES Sector growing there are ample of opportunities. India's IT sector is gradually moving from linear models (rising headcount to increase revenue) to non-linear ones. In line with this, IT companies in the country are focusing on new models such as platform-based BPM services and creation of intellectual property. Tier II and III cities are increasingly gaining traction among IT companies aiming to establish business in India. Cheap labour, affordable real estate, favorable government regulations, tax breaks and special economic zone (SEZ) schemes are facilitating their emergence as new IT destinations. Indian insurance companies also plan to spend Rs 12,100 crore (US\$ 2.01 billion) on IT products and services in 2014, a 12 per cent rise over 2013, according to Gartner. This forecast includes spending by insurers on internal IT (including personnel), software, hardware, external IT services and telecommunications. Exchange Rate Used: INR 1 = US\$ 0.016 as on May 7, 2014

THREATS:

- The IT and ITES services industry faces several challenges that are not unique to our company.
- Major global players are establishing their own captive IT Service centers in India, thus shrinking market share for Indian service providers
- The cost of delivery is continuously rising due to labour and infrastructure components.

RISK PERCEPTION: The following risks are incurred:

- Exposures that fundamentally impact the competitive position of the industry in general or a company in particular.
- Exposures that primarily and directly impact the profitability.
- Exposures that primarily impact customer satisfaction and operational efficiency.
- Exposures that initially attract penalties and, subsequently, restrict flexibility of operations.
- Exposures that affect the credibility of the organization with stakeholders.

INTERNAL CONTROLS & THEIR ADEQUACY:

The Company has adequate internal control procedures and systems commensurate with the nature and size of its business. The Company's internal control systems primarily cover aspects such as:

- i. Operating parameters and various aspects relating to sales, services and customer support.
- ii. Efficient use and protection of product and business rights.
- iii. Accuracy and promptness of financial reporting.
- iv. 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.

HUMAN RESOURCES:

One of the key focus areas for your Company is developing human capital. The Company could not continue to attract and retain talent of highest quality. The company

is making effort to provide a challenging and exciting work environment by nurturing and mobilizing individual potential.

CAUTIONARY STATEMENT:

The statements and observations made in this analysis are reflective of the collective opinion of the company. Wherever possible, conservative estimates have been considered. Certain statements in this section relating to estimates, projections and expectations may be forward looking within the meaning of applicable laws and regulations. The actual results could differ marginally from what the directors envisage in terms of the future performance and outlook. The factors that may affect the performance of the company will be changes pertaining to government policies, tariff barriers, delays in registrations, changes in local and overseas markets and the related factors thereof.

CORPORATE GOVERNANCE:

Your Company strives to incorporate the appropriate standards for corporate governance. Pursuant to Clause-49 of listing agreement to the Stock Exchange Corporate Governance Report and Auditors' Certificate on its compliance is annexed and forms part of this report.

AUDITORS' REPORT:

Notes forming part of the Accounts, which are specifically, referred to by Auditors in the Report are self-explanatory and therefore do not call for any further comments.

ACKNOWLEDGEMENT:

The Directors take this opportunity to thank all their valued customers, business associates and vendors for their kind support. The Directors also record their appreciation for the sincere and dedicated efforts put in by all the employees at all levels for their contribution towards this performance. The co-operation of our bankers ICICI Bank have been commendable and have helped us throughout the year. The Management also thanks their share holders.

INDEPENDENT AUDITOR'S REPORT

To,

The Members of, M/s OTCO INTERNATIONAL LIMITED

Sub:Report on the Financial Statements

We have audited the accompanying financial statements of M/s OTCO International Limited, which comprise the Balance Sheet as at 31st March , 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of

expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- (b) in the case of the Statement of Profit and Loss, of the Profit of the Company for the year ended on that date, and
- (c) in the case of the Cash flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by Section 227(3) of the Act, we report that:
 - (a) We have 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 and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet and the Statement of Profit and Loss comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.

- (e) On the basis of the written representations received from the directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

Place: Bangalore.

Date: 29 .05.2014

For **C.RAMASAMY & B.SRINIVASAN**

CHARTERED ACCOUNTANTS

FRN : 002957S

(C.RAMASAMY)

PARTNER

M No : 23714

**ANNEXURE TO INDEPENDENT AUDITOR'S REPORT REFERRED TO IN
PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND
REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE**

In the terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- 1) a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
b) All the assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. We have been informed that no material discrepancies were noticed on such verification. During the year the company has accounted for impairment of assets.
c) The Company has not disposed off any substantial part of the fixed assets during the year and as such has not affected the going concern of the Company.
- 2) The company does not have any inventory.
- 3) As informed to us, the company has neither taken nor granted any secured or unsecured loans to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and

for the sale of goods and services. No major weakness has been noticed in the internal control in these areas. Accordingly the issue of continuing failure to correct major weakness in internal control in these areas does not apply.

- 5) a) In our opinion and according to information and explanation given to us, there are no contracts or arrangements that need to be entered in the register maintained under section 301 of the Companies Act, 1956.
b) In our Opinion and according to the information and explanations given to us, as there are no contracts or arrangement that need to be entered under section 301 of the Companies Act, 1956, paragraph (v) (b) of the order is not applicable.
- 6) The company has not accepted any deposits from the public.
- 7) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- 8) We have broadly reviewed the books of accounts maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 209(1) (d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed accounts and records have been maintained.
- 9) The company is regular in depositing undisputed statutory dues including Provident fund, Investor education and protection fund, Income tax, Sales tax, Wealth tax, Service tax Customs duty, Excise duty, Cess and other statutory dues applicable to it with appropriate authorities except the following:
 - Provision for Tax(FBT) – Rs.31,510/-
 - VAT – Rs.1,000/-
 - TDS –Rs.1,759/-
- 10) In our Opinion the accumulated losses of the company is more than 50% of its networth.(FY2013-14 Accumulated losses 2,32,59,785/- Networh 26,76,455/- FY2012-13 Accumulated losses Rs.2,33,04,282 Networh Rs.26,31,958/-). The Company has not incurred any cash losses during the financial year covered by our Audit and has incurred Cash Losses immediately preceding the Financial year.
- 11) Based on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to banks and financial institutions. The company has no outstanding dues to debenture holders.
- 12) According to the information and explanation given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares,

debentures and other securities.

- 13) In our opinion, and according to the information and explanations given to us, the nature of activities of the company does not attract the provisions of any special statute applicable to chit fund and nidhi or mutual benefit fund or societies.
- 14) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- 15) According to information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or other financial institutions.
- 16) The company has not availed term loans during the year.
- 17) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company and cash flow during the year we report that no funds raised on short term basis have been used to finance long term investments.
- 18) The company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956 during the year.
- 19) The company has not issued any debentures and as such the creation of security or charge does not arise.
- 20) The company has not raised any money through a public issue during the year.
- 21) Based upon the audit procedures performed for the purpose of reporting true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the year.

Place: Bangalore.
Date: 29 .05.2014

For **C.RAMASAMY & B.SRINIVASAN**
CHARTERED ACCOUNTANTS
FRN : 002957S

Sd/-
(C.RAMASAMY)
PARTNER
M No : 23714

OTCO INTERNATIONAL LIMITED				
No.139, 1st Floor, Gurumurthy Bhavan				
Infantry Road, Bangalore:-560001				
BALANCE SHEET AS ON 31.03.2014				
	PARTICULARS	Note No.	31.03.2014 Rs.	31.03.2013 Rs.
I.	<u>EQUITY AND LIABILITIES</u>			
1	Shareholders' funds			
	(a) Share Capital	2.1	25,936,240	25,936,240
	(c) Reserves and Surplus	2.2	(23,259,785)	(23,304,282)
2	Non Current Liabilities			
	(a) Deferred Tax Liabilities (Net)	2.3	43,643	43,643
	(b) Long Term Provisions	2.4	31,510	31,510
3	Current Liabilities			
	(a) Trade Payables	2.5	187,525	244,789
	(b) Short term borrowings	2.6	-	1,297,570
	(c) Other Current Liabilities	2.7	750,000	28,730
	TOTAL		3,689,133	4,278,200
II	<u>ASSETS</u>			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	2.8	164,426	196,922
	(ii) Intangible assets	2.8	56,359	93,932
	(b) Non Current Investments	2.9	-	34,997
	(c) Long-term loans and advances	2.10	1,070,206	1,070,206
2	Current assets			
	(a) Trade receivables	2.11	2,132,295	2,552,085
	(b) Cash and Bank Balances	2.12	90,847	52,959
	(c) Short-term loans and advances	2.13	175,000	277,099
	TOTAL		3,689,133	4,278,200
			-	
	See accompanying notes to the financial statements	1 & 2		
For and on behalf of the Board			As per our report of even date	
			For C.Ramasamy & B.Srinivasan	
COLLIN R. TIMMS	FRANCIS I. ALPHONSO		Chartered Accountants	
Director	K. RAMADASAN		FRN:002957S	
	S. S. RAMAMURTHY			
MANASRANJAN SAHOO	S. S. MUNDAPLAKKAL			
Company Secretary	Directors		C.Ramasamy	
			Partner	
Place : Bangalore			M.No.23714	
Date : 29.05.2014				

OTCO INTERNATIONAL LIMITED				
No.139, 1st Floor, Gurumurthy Bhavan				
Infantry Road, Bangalore:-560001				
PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31.03.2014				
	PARTICULARS	Note No.	31.03.2014	31.03.2013
			Rs.	Rs.
I	Revenue from operations:			
	Revenue from Operations	2.14	865,003	-
	Other income		-	-
III	Total Revenue (I + II)		865,003	-
IV	Expenses			
	Cost of Material Consumed	2.15	-	15,105,468
	Employee Benefit Expenses	2.16	-	-
	Finance Cost	2.17	8,983	1,666
	Depreciation	2.8	70,070	104,321
	Other Expenses	2.18	741,453	346,356
	Total Expense		820,506	15,557,811
V	Profit before exceptional and extraordinary items and tax (III-IV)		44,497	(15,557,811)
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V-VI)		44,497	(15,557,811)
VIII	Extraordinary items			
IX	Profit before tax (VII-VIII)		44,497	(15,557,811)
X	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		-	(671,627)
XI	Profit/(Loss) for the period from continuing operations (IX - X)		44,497	(14,886,184)
XII	Profit/(Loss) for the period from discontinuing operations			
XIII	Tax expense of discontinuing operations			
XIV	Profit/(Loss) from discontinuing operations (after tax) (XII-XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		44,497	(14,886,184)
XVI	Earnings per equity share:			
	(1) Basic		0.01	(4.96)
	(2) Diluted		0.01	(4.96)
	See accompanying notes to the financial statements	1 & 2		
For and on behalf of the Board			As per our report of even date	
			For C.Ramasamy & B.Srinivasan	
COLLIN R. TIMMS	FRANCIS I. ALPHONSO		Chartered Accountants	
Director	K. RAMADASAN		FRN:002957S	
	S. S. RAMAMURTHY			
MANASRANJAN SAHOO	S. S. MUNDAPLAKKAL		C.Ramasamy	
Company Secretary	Directors		Partner	
Place : Bangalore			M.No.23714	
Date : 29.05.2014				

OTCO INTERNATIONAL LIMITED		
No.139, 1st Floor, Gurumurthy Bhavan		
Infantry Road, Bangalore:-560001		
CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2014		
PARTICULARS	31.03.2014	31.03.2013
	Rs.	Rs.
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	44,497	(15,557,811)
Non-Cash adjustment to reconcile profit before tax to net cash flows		
Depreciation / Amortization	70,070	104,322
Inventories written off	-	15,105,468
Provisions	-	15,483
Interest	8,430	
Operating Profit before working capital changes	122,997	(332,538)
Movements in working capital:		
(Increase) / Decrease in Receivables & others	419,790	-
(Increase) / Decrease in Loans & Advances	102,098	
(Increase) / Decrease in payables & others	(57,264)	(32,418)
Increase / (Decrease) in Current Liabilities & Provision	(576,300)	
Cash generated from / (used in) operations	11,321	(364,956)
Direct Taxes paid (net of refunds)		
Net Cash flow from/ (used in) Operating Activities (A)	11,321	(364,956)
CASH FLOW FROM INVESTING ACTIVITIES		
Proceeds from sale of Shares	34,997	
Interest	(8,430)	
Net Cash flow from/ (used in) Investing Activities (B)	26,567	-
CASH FLOW FROM FINANCING ACTIVITIES		
Short Term Loan		342,410
Net Cash flow from/ (used in) Financing Activities (C)	-	342,410
Net Increase / (Decrease) in Cash and Cash Equivalents (A) + (B) + (C)	37,888	(22,546)
Effect of Exchange Differences on Cash & Cash Equivalents held in Foreign Currency		
Cash and Cash equivalents at the beginning of the year	52,959	75,505
Cash and Cash equivalents at the end of the year	90,847	52,959
	37,888	(22,546)
	-	-
For and on behalf of the Board	As per our report of even date	
	For C.Ramasamy & B.Srinivasan	
COLLIN R. TIMMS	Chartered Accountants	
Director	FRN:002957S	
MANASRANJAN SAHOO		
Company Secretary	C.Ramasamy	
	Partner	
Place : Bangalore	M.No.23714	
Date : 29.05.2014		

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2014

Notes to Financial statements

Note No: 2.1 - SHARE CAPITAL		
Particulars	31.03.2014 Rupees	31.03.2013 Rupees
Authorised Share Capital		
3000000 Equity Shares of Rs 10/- each	30,000,000	30,000,000
Issued, Subscribed and Paid up Capital		
2593624 Equity Shares of Rs 10/- each	25,936,240	25,936,240
TOTAL	25,936,240	25,936,240

Note No: 2.1.2 - List of Share holders having 5% or more Shares (In Nos) :-				
Name of Shareholders	In Nos	In %	In Nos	In %
DR OLINDA TIMES	144,375	5.57%	144,375	5.57%
RAJENDER SINGH	197,560	7.62%	197,560	7.62%
COLLIN RICHARD TIMES	230,062	8.87%	230,062	8.87%
P S J DEVADASEN	234,375	9.04%	234,375	9.04%
REV DR V K SAMUEL	288,750	11.13%	288,750	11.13%
OPPURUNITY MICROFINANCE INDIA LTD	381,250	14.70%	381,250	14.70%
	1,476,372	56.93%	1,476,372	56.93%

As per records of the company, including its register of shareholders / members.

Note No: 2.2 - RESERVES AND SURPLUS		
Particulars	31.03.2014 Rupees	31.03.2013 Rupees
a) Securities Premium		
Opening Balance	287,500	287,500
Add : Premium during the year	-	-
Closing Balance	287,500	287,500
b) General Reserve		
Opening Balance	2,800,000	2,800,000
Add : Transfer during the year	-	-
Closing Balance	2,800,000	2,800,000
c) Surplus/ (Deficit) in the statement of Profit and Loss		
Balance as per Last Financial Statement	(26,391,782)	(11,505,598)
Add: Profit During The Year	44,497	(14,886,184)
Closing Balance	(26,347,285)	(26,391,782)
TOTAL	(23,259,785)	(23,304,282)

Note No: 2.3 - DEFERRED TAX LIABILITIES		
Particulars	31.03.2014 Rupees	31.03.2013 Rupees
Deffered Tax Liabilities (Difference in depreciation)	43,643	43,643
TOTAL	43,643	43,643
Note No: 2.4 - LONG TERM PROVISIONS		
Particulars	31.03.2014 Rupees	31.03.2013 Rupees
Provision for Income tax	31,510	31,510
TOTAL	31,510	31,510
Note No: 2.5 - TRADE PAYABLES		
Particulars	31.03.2014 Rupees	31.03.2013 Rupees
Trade payables		
For Services	-	-
For Expenses	184,766	242,030
Others		
Statutory Dues	2,759	2,759
TOTAL	187,525	244,789
Note No: 2.6 - SHORT TERM BORROWINGS		
Particulars	31.03.2014 Rupees	31.03.2013 Rupees
Loans and Advances - from Director	-	1,297,570
TOTAL	-	1,297,570
Note No: 2.7 - OTHER CURRENT LIABILITIES		
Particulars	31.03.2014 Rupees	31.03.2013 Rupees
Unclaimed Dividends	-	28,730
Advances	750,000	
TOTAL	750,000	28,730

Note No: 2.9 - NON CURRENT INVESTMENTS		
Particulars	31.03.2014 Rupees	31.03.2013 Rupees
Equity shares -Trade investments - Unquoted		
Omnisoft Joint Venture Co.	-	21,597
OTCO Infotech Pvt.Ltd	-	13,400
TOTAL	-	34,997
Note No: 2.10 - LONG TERM LOANS AND ADVANCES		
Particulars	31.03.2014 Rupees	31.03.2013 Rupees
(a) Security Deposit		
Unsecured Considered Good:	333,399	333,399
(b) Balance with Government authorities		
Unsecured Considered Good:	736,807	736,807
TOTAL	1,070,206	1,070,206
Note No: 2.11 - TRADE RECEIVABLES		
Particulars	31.03.2014 Rupees	31.03.2013 Rupees
Unsecured		
Over Six Months - From Due Date		
Good	2,132,295	2,552,085
Doubtful		
Less : Provision for Doubtful Debts	-	-
TOTAL	2,132,295	2,552,085
Note No: 2.12 - CASH AND BANK BALANCES		
Particulars	31.03.2014 Rupees	31.03.2013 Rupees
-Cash and Cash Equivalents		
Balance with Banks		
- current account	70,226	48,162
Cash on Hand	20,621	4,797
TOTAL	90,847	52,959
Note No: 2.13 - SHORT TERM LOANS AND ADVANCES		
Particulars	31.03.2014 Rupees	31.03.2013 Rupees
Unsecured Considered Good		
Advance to staff and others	175,000	277,099
TOTAL	175,000	277,099

Note No: 2.14 - REVENUE FROM OPERATION		
Particulars	31.03.2014 Rupees	31.03.2013 Rupees
Consultancy Charges Received	100,000.00	-
Profit on Sale of Shares	15,003.00	-
Software Charges Received	750,000.00	-
TOTAL	865,003	-
Note No: 2.15 - COST OF MATERIALS CONSUMED		
Particulars	31.03.2014 Rupees	31.03.2013 Rupees
Cost of Materials Consumed	-	15,105,468
TOTAL	-	15,105,468
Note No: 2.17 - FINANCE COST		
Particulars	31.03.2014 Rupees	31.03.2013 Rupees
Bank Charges	553	1,666
Interest Others	8,430	-
TOTAL	8,983	1,666
Note No: 2.18 - OTHER EXPENSES		
Particulars	31.03.2014 Rupees	31.03.2013 Rupees
Advertisement and Suscription	67,172	91,039
Audit Fees	56,180	26,966
Annual Custodial Fees	6,741	13,516
Listing Fees	6,741	-
Legal and Professional Fees	261,903	107,008
Conveyance	1,368	-
Misc Expenses	41,342	18,593
Postage and Courier Charges	4,667	-
Printing and Stationery	26,486	13,496
Register and Transfer	10,961	23,781
Telephone Charges	2,953	11,427
Web Designing Charges	7,000	-
Meeting Expenses	11,828	-
Professional Fees Paid	9,500	-
Rates & Taxes	56,120	30,496
Registration & Renewals	25,000	-
Travelling Expenses	114,326	522
Service charges	31,166	9,512
TOTAL	741,453	346,356
Audit Fees		
a) As Auditor	50,000	24,000
b) Service Tax	6,180	2,966
TOTAL	56,180	26,966

Note No: 2.19 - ADDITIONAL INFORMATION TO FINANCIAL STATEMENT			
a) Contingent Liability & Commitments - Nil (31.03.2013 - Nil)			
b) Earnings in Foreign Currency - Nil (31.03.2013 - Nil)			
c) Expenditure in Foreign Currency - Nil (31.03.2013 - Nil)			
d) Amount remitted during the year in foreign exchange on account of dividend for the previous year - Nil			
e) Under Micro, Small & Medium Enterprises Development Act 2006, certain disclosures are required to be made relating to such enterprises. In view of the insufficient information from suppliers regarding their coverage under the said Act, no disclosure have been made in the accounts. However, in view of the management the impact of interest if any, that may be payable in accordance with the provisions of the Act is not expected to be material.			
f) Previous year figures have been regrouped & reclassified wherever necessary.			
g) In the opinion of the Board of Directors Current Assets, Loans & Advances have a value on realisation in the ordinary course of business atleast equal to the amount stated.			
h) The notes referred to in the Profit & Loss Account and Balance Sheet form an integral part of accounts.			
For and on behalf of the Board			As per our report of even date For C.Ramasamy & B.Srinivasan
COLLIN R. TIMMS	FRANCIS I. ALPHONSO		Chartered Accountants
Director	K. RAMADASAN		FRN:002957S
	S. S. RAMAMURTHY		
MANASRANJAN SAHOO	S. S. MUNDAPLAKKAL		
Company Secretary	Directors		C.Ramasamy
			Partner
Place : Bangalore			M.No.23714
Date : 29.05.2014			

SUBNOTES	
Sub Note No: 2.3.1 - TRADE PAYABLES - For Expenses	
Particulars	31.03.2014 Rupees
EXPENSES PAYABLE	
K. V. Aiyer	115,103
Out Standing Liabilities (2012-13)	13,483
C.Ramasamy & B.Srinivasan	56,180
TOTAL	184,766
Sub Note No: 2.3.3 - STATUTORY DUES	
Particulars	31.03.2014 Rupees
VAT	1,000
Tds Payable contract	1,759
TOTAL	2,759

Note No. 2.8 - FIXED ASSETS												
SR. NO.	DESCRIPTION OF ASSETS	RATE	GROSS BLOCK			DEPRECIATION			NET BLOCK			
			COST AS ON 01.04.2013	ADDITION DURING THE YEAR	ADJUSTMENTS DURING THE YEAR	TOTAL COST AS AT 31.03.2014	AS ON 01.04.2013	DURING THE YEAR	ADJUSTMENTS	AS ON 31.3.2014	AS ON 31.03.2014	AS ON 31.03.2013
			Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
	Tangible Assets:-											
1	Plant and Equipment	13.91%	1,076,845.00	-	(780,700.00)	296,145.00	954,356.00	17,088.00	(780,700.00)	190,694.00	105,451.00	122,488.00
2	Computers Hardware	40.00%	5,429,418.00	-	(5,305,218.00)	124,200.00	5,409,851.00	7,827.00	(5,305,218.00)	112,460.00	11,740.00	19,567.00
3	Furniture & Fittings	13.91%	759,962.00	-	(595,515.00)	164,447.00	705,095.00	7,632.00	(595,515.00)	117,212.00	47,235.00	54,867.00
	Sub Total		7,266,225.00	-	(6,681,433.00)	584,792.00	7,069,302.00	32,497.00	(6,681,433.00)	420,366.00	164,426.00	196,922.00
	Intangible Assets:-											
4	Computers Software	40.00%	10,328,608.00			10,328,608.00	10,234,676.00	37,573.00		10,272,249.00	56,359.00	93,932.00
	Sub Total		10,328,608.00	-	-	10,328,608.00	10,234,676.00	37,573.00	-	10,272,249.00	56,359.00	93,932.00
	Total		17,594,833.00	-	(6,681,433.00)	10,913,400.00	17,308,978.00	70,070.00	(6,681,433.00)	10,692,615.00	220,785.00	290,854.00

NOTE-1: SIGNIFICANT ACCOUNTING POLICIES**1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

- 1.1 The Financial Statements are prepared under historical cost convention in accordance with the mandatory accounting standards notified by the Central Government Company (Accounting Standard) Rules, 2006 and Relevant Provision of Companies Act, 1956.
- 1.2 The preparation of financial statements requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements. Management believes that these estimate and assumptions are reasonable and prudent. However, actual results could differ from estimate.

2. FIXED ASSETS

- 2.1 Fixed Assets are stated at cost of construction or acquisition less accumulated depreciation. All other expenses including taxes, duties, freight incurred to bring the fixed assets to a working condition are also treated as the cost of the fixed assets.
- 2.2 Fixed Assets are stated at acquisition cost less accumulated depreciation or amortization and cumulative impairment.

3. DEPRECIATION

Depreciation on Fixed assets is provided on Written Down Value method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

4. REVENUE RECOGNITION

- 4.1 Revenue from sale of goods is recognized when sufficient risks and rewards are transferred to customers, which is generally on dispatch of goods and sales are stated net of returns and discounts.
- 4.2 Dividend income is recognized when the company's right to receive dividend is established.
- 4.3 Interest Income is recognized on time proportion basis.

5. PRIOR PERIOD ITEMS

Significant items of income and expenditure which relate to prior accounting periods

(if any) are shown as appropriation of the Profit under the head “Prior Period Items”, other than those occasioned by events occurring during or after the close of the year and which are treated as relatable to the current year.

6. TAXES ON INCOME

6.1 Provision for current tax made as per the provisions of the Income Tax Act, 1961.

6.2 Deferred Tax Liability or Asset resulting from “timing difference” between book and taxable profit is accounted for considering the tax rate and laws that have been enacted or substantively enacted as on the balance sheet date.

6.3 Deferred Tax Asset is recognized and carried forward only to the extent that there is virtual certainty with convincing evidence that there will be sufficient future income to recover such deferred tax asset.

For and on behalf of the Board	For and on behalf of the Board	For and on behalf of the Board	As per our report of even date
SD/-	SD/-	SD/-	For C.Ramasamy & B.Srinivasan Chartered Accountants FRN:002957S
			SD/-
COLLIN R. TIMMS	FRANCIS N. I. ALPHONSO	MANASRANJAN SAHOO	C. RAMASAMY
Director	Director	Company Secretary	Partner M.No.23714)

OTCO INTERNATIONAL LIMITED

Regd. Office: NO 139, 1ST FLOOR, GURUMURTHY BHAVAN,
INFANTRY ROAD, BANGALORE: - 560001
CIN: - L17114KA2001PLC028611

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

I, hereby record my presence at 33rd Annual General Meeting to be held on Tuesday the 23rd September 2014 at 11.30 a.m. at Havilla Tree Top, "Lake Point" 38/13, Meanee Avenue, Bangalore-560042.

Folio No.	
DP ID	
Client ID	
No. of Shares	

Name of member:-

Name of proxy:-

Signature of the member or proxy

PROXY FORM

I / We of
being a Member / Members of Polaris Software Lab Limited hereby appoint
..... of or failing him / her
..... of as my / our
Proxy to attend and vote for me / us on my / our behalf at the 33rd Annual General
Meeting to be held on Tuesday the 23rd Day of September, 2014 at 11.30 a.m. at
Havilla Tree Top, "Lake Point" 38/13, Meanee Avenue, Bangalore-560042 and at any
adjournment thereof.

Affix Rs.1/-
Revenue
stamp

The Proxy form should be signed by
the member across the stamp.

Signature of Member
across the stamp

A member intending to appoint a Proxy should complete the Proxy Form and deposit it at the Company's Registered Office, at least 48 hours before the meeting.

Those who hold shares in Demat form to quote their Demat Account No. and Depository Participant (D.P.) Id. No.

OTCO

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If undelivered Please return to:

OTCO INTERNATIONAL LIMITED

Regd. Office: NO 139, 1ST FLOOR, GURUMURTHY BHAVAN,
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