



## OTCO INTERNATIONAL LIMITED

CIN : L17114KA2001PLC028611

Registered Office : 1/1 21<sup>st</sup> Cross, C.M.H. Road, Lakshmipuram, Halasuru,  
Bangalore, Karnataka – 560008, India. Phone : 080-25296825, +91-9789053807

Email : info@otcointernational.in, Website : ww.otcointernational.in

### POSTAL BALLOT NOTICE

**Dear Member(s),**

NOTICE is hereby given to the shareholders of OTCO International Limited (hereinafter referred to as “the Company”) pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 to seek their approval by way of postal ballot and/or e-voting in respect of resolutions contained in Special Business given hereinafter. The explanatory statement, pursuant to section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out all material facts pertaining to the proposals and the reasons thereof, along with Postal Ballot Form are annexed herewith.

The Board of Directors have appointed M/s. Rajesh Agrawal & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Members are requested to read the instructions carefully before filling the Form and return the Form duly completed in the attached self-addressed, pre-paid postage envelope so as to reach the Scrutinizer by not later than the close of working hours at 5.00 pm on 23.02.2016, the last date for the receipt of the completed Postal Ballot Forms. Please note that the Postal Ballot Form(s) received after the said date will be treated as if reply from the member has not been received in terms of the Rule. The Company is providing e-voting facility for the Postal Ballot as an alternate, which would enable the members to cast their votes electronically, instead of casting their votes and dispatching Postal Ballot forms physically. The result of the Postal Ballots shall be declared at the registered office of the Company and shall also be placed, along with the scrutinizer report, on the Company's website at www.otcointernational.in besides communicated to the BSE Limited where the equity shares of the Company are listed. The resolution(s), if approved, will be taken as passed effectively on the date of declaration of the result i.e. on or before 26.02.2016.

### SPECIAL BUSINESS

#### ITEM NO.1 – AMENDMENT OF OBJECT CLAUSE IN MEMORANDUM OF ASSOCIATION

To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution by means of postal ballot and e-voting:-**

**“RESOLVED THAT** pursuant to section 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) of the

statutory authority(ies), if any required in this behalf, the approval of the Company be and is hereby given for effecting the following amendments in Clause III of the existing Memorandum of Association, dealing with the objects of the Company:-

- (i) Part A of the Objects Clause shall now be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION'
- (ii) Insertion of the following wordings in the beginning of sub clause 4 in Clause III(A) of Main Objects as under :  
  
"To act as Professional Advisors, Management Consultants, Financial Consultants in real estate business and"
- (iii) Insertion of new sub-clauses numbered as sub-Clauses 6 & 7 in Clause III (A) of Main Objects:
  6. To own as well as engage and do business in agricultural farms, orchards, horticulture farming, dairy farming, goat rearing farming and to plant, cultivate, produce, rise, grow and deal in agricultural production and to act as agriculturist, farmer, gardener, diary men, dairy firm, hatchery firm, live stock firm, breeding firm, to carry on business as planters, growers and cultivator of seeds, vegetables, vegetable herbs, fruits, fruit herbs, food crops, pulses and to trade /merchandise various agricultural products, forest products, food products, dairy products and to carry on business as agents or general representative or stockist or distributor of agricultural implements, tools, drilling equipments, casting tubes, cultivating and harvesting equipments and machineries, seeds, fertilizers, pesticides, chemicals, plant production equipments and products and to act as property developers.
  7. To carry on, manage, supervise and control the business of transmitting, manufacturing, supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source whether steam, hydro or tidal, water, wind, solar, hydrocarbon fuel or any other form, kind or description.
- (iv) The existing Clause III (B) "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS" be substituted by the new sub-heading i.e. "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)" with existing objects appearing under 6 to 27 A thereof and sub clauses be renumbered correspondingly as 1 to 22
- (v) The existing Sub-clauses 28 to 36 as appearing under the existing Clause III(C) i.e. "OTHER OBJECT", be shifted under the new Clause III (B) i.e. "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)" vide creation of new sub-clauses no. 23 to 31. The existing Clause III(C) i.e. "OTHER OBJECTS" be deleted.

**FURTHER RESOLVED THAT** the resolution be subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any

other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as “the Board”, which term shall include any of its duly authorised Committees or one or more Directors) is authorised to accept as it may deem fit, the existing set of Memorandum of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Memorandum of Association, and the new set of Memorandum of Association be and is hereby approved and adopted as the Memorandum of Association of the Company in the place and in exclusion and substitution of the existing Memorandum of Association of the Company

**FURTHER RESOLVED THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

**ITEM NO.2 - AMENDMENT OF MEMBERS' LIABILITY CLAUSE IN MEMORANDUM OF ASSOCIATION**

To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution by means of postal ballot and e-voting:-**

**“RESOLVED THAT** pursuant to section 4 and 13 and other applicable provisions of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to the necessary approval of the statutory authority(ies), if any required in this behalf, the approval of the Company be and is hereby given for effecting the following amendments in Clause IV of the existing Memorandum of Association, by replacing the existing Clause IV with the following new Clause IV:-

IV. The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them”.

**FURTHER RESOLVED THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

**ITEM NO.3 - AMENDMENT OF CAPITAL CLAUSE IN MEMORANDUM OF ASSOCIATION**

To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution by means of postal ballot and e-voting:-**

**“RESOLVED THAT** pursuant to section 4 and 13 and other applicable provisions of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to the necessary approval of the statutory authority(ies), if any required in this behalf, the approval of the Company be and is hereby given for effecting the following amendments in Clause V of the existing Memorandum of Association:-

V. The words “Companies Act, 1956” in the existing Memorandum of Association shall be substituted with the words “Companies Act, 2013”

**FURTHER RESOLVED THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

Place: Bangalore  
Date: 08.01.2016

By the order of the Board of Directors  
For OTCO International Limited  
Sd/-  
Manish Chetani  
Company Secretary & Compliance Officer

**Notes:**

1. Statement and reasons for the proposed resolutions stated hereinabove, pursuant to Section 102 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 is annexed hereto and forms part of the notice.
2. The company has appointed M/s. Rajesh Agrawal & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The votes should be cast either in favour of or against by putting the tick mark ( $\sqrt{\quad}$ ) in the column provided for assent or dissent. Postal Ballot Forms bearing tick mark in both the columns will render the form invalid.
4. This Postal Ballot Notice is sent in accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered in to an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
6. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
7. The Notice is being sent to all the Members, whose names appear in the Register of Members or Register of Beneficial owners as provided by NSDL and CDSL as on 15.01.2016
8. The proposed Memorandum of Association is available on the website of the company at [www.otcointernational.in](http://www.otcointernational.in)
9. Members can vote using e-voting facility provided by [www.evotingindia.com](http://www.evotingindia.com), (please read the instructions given in the notice for details). E-voting period begins on 9.00 a.m. on Monday, 25th January, 2016 (9.00A.M.) and will end at 5.00 p.m. on Tuesday, 23th February, 2016. The e-voting module shall be disabled by CDSL for voting thereafter.

## PROCEDURE FOR REMOTE E-VOTING

The Company has entered into an arrangement with Central Depository Services (India) Limited (“CDSL”) for facilitating remote e-voting for Extraordinary General Meeting. The instructions for remote e-voting are as under:

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

The instructions for shareholders voting electronically are as under:

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

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha -numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• 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 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation'

menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for OTCO INTERNATIONAL LIMITED to vote.
- xi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for Non – Individual Shareholders and Custodians  
Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xviii. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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 9.00 a.m. on Monday, 25th January, 2016 (9.00A.M.) and will end at 5.00 p.m. on Tuesday, 23th February, 2016. During this period shareholders' of the Company,

holding shares either in physical form or in dematerialized form, as on Friday, the 15th January, 2016, 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **ANNEXURE TO NOTICE**

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

#### **Item No.1 - AMENDMENT OF OBJECT CLAUSE IN MEMORANDUM OF ASSOCIATION**

To meet the requirement that the business of company should be in tune with the object clause of the company as per the Companies Act, 2013, the company has proposed item 1(ii) as an addition to the existing clause 4 dealing with consultancy business in real estate field.

To avail the opportunities in the likelihood of the same arising in the future, in the field of agriculture, alternative energy including solar energy projects and to act as developers to tap the real estate market, the company has proposed addition of objects therefor as clause 6 & 7 under item 1(iii) mainly as enabling provisions.

The Companies Act, 2013 has done away with the concept of OBJECTS INCIDENTAL OR ANCILLARY TO THE MAIN OBJECTS and also OTHER OBJECTS and to reflect the same the resolution in item 1(iv) and 1(v) are proposed to insert the new sub heading as MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) and omit OTHER OBJECTS by bringing all the sub clauses under the new heading and renumbering the same.

A copy of the existing and proposed Memorandum of Association would be available for inspection by the members at the registered office of the company during normal business hours on any working day between 2.00 p.m. and 4.00 p.m.

The approval of the shareholders of the company is required by way of a special resolution for the proposed alteration(s) in the Objects Clause of the Memorandum of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company/their relatives in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in Item No.1 of the notice.

**ITEM NO 2 & 3: AMENDMENT OF MEMBERS' LIABILITY CLAUSE and CAPITAL CLAUSE  
IN MEMORANDUM OF ASSOCIATION**

In order to comply with the provisions of Section 4 of the Companies Act, 2013, the Company proposes to the Liability Clause and Capital Clause of Memorandum of Association under Section 13 of the Act. The proposed modification in Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The approval of the shareholders of the company is required by way of a special resolution for the proposed alteration(s) in the Objects Clause of the Memorandum of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company/their relatives in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in Item No.2 & 3 of the notice.

Bangalore  
Date: 08.01.2016

By Order of the Board  
Manish Chetani  
Company Secretary & Compliance Officer