

OTCO

Evolving With Passion

OTCO INTERNATIONAL LIMITED

CIN: - L17114KA2001PLC028611

Registered office: - 1/1,21st Cross, C. M. H. Road, Lakshmiपुरam,
Halasuru, Bangalore-560008, Karnataka, India

Corporate Office: - Old No.6, New No.15, 7th West Cross Street,
Shenoy Nagar, Chennai - 600030 Tel No. 91- 9789053807

Website:-www.otcointernational.in, Email:-info@otcointernational.in

POSTAL BALLOT NOTICE

Notice Pursuant to Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given that approval of Members of OTCO International Limited (“the Company”) is sought through Postal Ballot/Electronic voting (e-voting) pursuant to section 110 of the Companies Act, 2013 (“the Act”) read with rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable provisions, if any and read with regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), for the Resolutions appended below for sub-division of Equity Shares and consequential amendments to the Memorandum of Association of the Company.

The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration. Member(s) desiring to opt for e-voting are requested to read the instructions in the Notes under the section “Voting through electronic means”.

In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of Postal Ballot Form or E-voting (whichever method the Member(s) opts for), they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting.

SPECIAL BUSINESS

ITEM NO. 1

Sub-division of Equity Shares from the face Value of Rs. 10/- Per share to face Value of Rs. 2/- Per share

To consider and, if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 61 (1) (d) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from the concerned authority(ies) or bodies approval of the members of the Company be and is hereby accorded for sub-dividing 1 (One) Equity Share of the Company of Face Value of Rs. 10/- (Rupees Ten only) each into 5 (Five) Equity Shares of face Value of Rs. 2/- (Rupees Two only) each fully paid up with effect from the “Record Date” to be

determined by the Board of Directors (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Board of Directors duly constituted by the Board) for this purpose;

RESOLVED FURTHER THAT on sub-division, 5 (Five) Equity Shares of Face Value of Rs. 2/- (Rupees Two only) each be allotted in lieu of existing 1 (One) Equity Share of Rs. 10/- (Rupees Ten only) each, subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company;

RESOLVED FURTHER THAT on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the Face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date of sub-division and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) within the period prescribed or that may be prescribed in this behalf from time to time subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division;

RESOLVED FURTHER THAT any of the Directors of the Company and / or Company Secretary be and are hereby authorised to settle any questions, difficulty or doubt arising out of and incidental thereto and to execute all agreements, deeds, applications, documents and writings that may be required, on behalf of the Company and generally do all such acts, deeds, matters and things as may be necessary, proper and expedient and incidental for the purpose of giving effect to this resolution and to delegate all or any of its powers herein conferred to Committee of Board of Directors.”

ITEM NO. 2

Alteration of Capital Clause of Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or reenactment thereof for the time being in force) and Clause V of the Memorandum of Association of the Company relating to Share Capital be substituted by the revised clause as given below:

V. Authorised Share Capital of the Company is Rs. 3,00,00,000/- (Rupees three Crores only) divided into 1,50,00,000 (One Crores Fifty Lacs Only) equity shares of Rs. 2/- each.

RESOLVED FURTHER THAT any of the Directors of the Company and / or Company Secretary be and are hereby authorised to settle any questions, difficulty or doubt arising out of and incidental thereto and to execute all agreements, deeds, applications, documents and writings that may be required, on behalf of the Company and generally do all such acts, deeds, matters and things as may be necessary, proper and expedient and incidental for the purpose of giving effect to this resolution.”

By order of the Board
For OTCO International Limited

Date: 15.05.2018
Place: Chennai

Sd/-
Deepak Kumar Dash
Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 1 and 2 is annexed hereto and forms part of this Notice.
2. The Notice is being sent under permitted mode to all the members, whose names appear in the Register of Members / Record of Depositories as on 18th May, 2018.
3. The Board of Directors of the Company has appointed M/s. Rajesh Agarwal & Associates, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process (including e-voting process) in a fair and transparent manner and to scrutinize the completed postal ballot forms received from the members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman / any of the Director(s) of the Company.
4. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman / any of the Director(s) of the company, if the result of the Postal Ballot indicates that the requisite majority of the shareholders has assented to the resolutions. The result of the Postal Ballot will be declared on or before 26th June, 2018. After declaration, the result of the Postal Ballot will be posted on the Company's website www.otcinternational.in and on the website of BSE Limited i.e www.bseindia.com, where the share of the Company is listed.
5. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Corporate Office of the Company between 10.00 a.m. to 12.00 Noon on any working day excluding Saturday and Sunday till the closure of working hours of 24th June, 2018 (last date for receiving Postal Ballot Forms by Scrutinizer).
6. The Postal Ballot form and the self-addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions as mentioned hereinafter before exercising their vote.
7. The voting rights of the members of the Company shall be reckoned as on the cut-off date i.e. 18th May, 2018.
8. Kindly note that the members can opt for only one mode of voting i.e., either by physical postal ballot form or e-voting. If the members opt for e-voting, then they should not vote by postal ballot form and vice versa. However, in case members cast their vote by postal ballot form and e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot Form will be treated as invalid.

Instructions for Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also provided e-voting facility through Central Depository Services (India) Limited (CDSL) as an alternate, for its members to enable them to cast their votes electronically instead of voting through Postal Ballot Form(s).

The e-voting period begins on Saturday, 26th May, 2018 at 9.00 a.m. (IST) and ends on Sunday, 24th June, 2018 at 5.00 p.m. (IST).

During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 18th May, 2018 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on Sunday, 24th June, 2018.

PROCEDURE FOR REMOTE E-VOTING

(a) In case of Members who receive postal ballot notice through e-mail:

The instructions for shareholders voting electronically are as under:

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on “Shareholders” tab to cast your vote.
- iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<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"> • 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. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<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"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the

- resolutions contained in this Notice.
- x. Click on the EVSN of OTCO INTERNATIONAL LIMITED on which you choose 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 you as a Demat account holder have forgotten the existing 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 and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - 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.
 - xviii. The facility to reset the forgotten password is also provided by CDSL. The same can be done by using “Forgot user Details / Password” option available on www.evotingindia.com.
 - xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
 - xx. Members may alternatively cast their votes using the Postal Ballot Form available on the Company’s website www.otcointernational.in. Please refer the instructions provided in the Postal Ballot Form.

B. In case of members receiving Postal ballot notice through physical mode:

- (i) Please follow all steps from sl. no. (i) to sl. no. (xvii) Above to cast vote.
- (ii) The voting period begins on Saturday, 26th May, 2018 (9.00 A.M.) and will end at 5.00 p.m. on Sunday, 24th June, 2018.

By order of the Board
For OTCO International Limited

Date: 15th May, 2018
Place: Chennai

Sd/-
Deepak Kumar Dash
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos 1 and 2

The Equity Shares of your Company are actively traded on BSE Limited. The operations of the Company have been growing during the recent years. The market price of shares of the Company has also increased significantly. In order to improve the liquidity of the Company's shares in the stock market and with a view to encourage the participation of small investors by making Equity Shares of the Company affordable, the Board of Directors at its meeting held on May 15, 2018 considered and approved sub-division of One Equity Share of the Company of face value of Rs. 10/- each into Five Equity Shares of face value of Rs. 2/- each subject to the approval of the Members of the Company and any other statutory and regulatory approvals, as applicable.

The sub-division as aforesaid would require consequential amendment to the existing Clause V of the Memorandum of Association of the Company as set out in Item No. 2 of the Notice to reflect the change in face value of each Equity Share from Rs.10/- each to Rs. 2/- each.

Pursuant to the applicable provisions of the Companies Act, 2013, sub-division of Equity Shares and amendment in the Memorandum of Association of the Company require approval of the members of the Company.

The Directors recommend the Resolutions at Item Nos. 1 and 2 of Notice for approval of members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the Resolutions at Item Nos. 1 and 2 of the Notice except to the extent of their shareholding, if any, in the Company.

By order of the Board
For OTCO International Limited

Date: 15th May, 2018
Place: Chennai

Sd/-
Deepak Kumar Dash
Company Secretary

OTCO INTERNATIONAL LIMITED

CIN: - L17114KA2001PLC028611

Registered office: - 1/1,21st Cross, C. M. H. Road, Lakshmipuram,
Halasuru, Bangalore-560008, Karnataka, India

Corporate Office:- Old No.6, New No.15, 7th West Cross Street,
Shenoy Nagar, Chennai - 600030

Tel No: 91 - 9789053807

Website:-www.otcointernational.in, Email:-info@otcointernational.in

POSTAL BALLOT FORM

1.Name and Registered Address
of the sole/first named Member :
(In block letters)

2.Name of the joint holders if any :

3.Registered Folio No./DP ID No./:
Client ID No. (applicable to
Investors holding share(s) in
Dematerialized form)

4.Number of Shares Held :

I/We hereby exercise my/our vote in respect of the Ordinary Resolutions to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice of the Company BE sending my/our assent or dissent to the said resolutions by placing the tick mark (✓) at the appropriate box below.

Item No.	Subject Matter of Resolutions	No. of Equity Shares held	I/We assent to the resolution (FOR)	I/We assent to the resolution (AGAINST)
1	Approval of Sub-Division of 1 (one) Equity Share of the company of face value of Rs.10/- Each into 5(five) Equity Shares of face value Rs.2/- Each			
2	Approval for Alteration of Capital clause of Memorandum of Association of the Company			

E-voting Event Number (EVSN)	User - ID	Password
180517002		Refer Postal Ballot Notice for Instructions

Place:

Date:

(Signature of the Holder)

Notes: Please read carefully the instructions printed overleaf before exercising the vote.

Instructions for voting through Postal Ballot Form

- (i) A member desirous of exercising his / her vote by Postal Ballot shall complete this Postal Ballot Form and send it to the Scrutinizes in the attached self addressed envelope. Postage will be borne and paid by the Company. However, any envelope containing Postal Ballot, if sent by courier at the expense of the Registered Member will also be accepted.
- (ii) Please convey your assent/ dissent in this Postal Ballot Form by putting tick mark (✓) at the appropriate box. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall be considered invalid.
- (iii) This Form must be completed and signed (as per specimen signature registered with the Company) by the member. In case of Joint-holding, this Form must be completed and signed by the first named member and in his/her absence, by the next named member.
- (iv) Unsigned, incomplete or incorrectly ticked Postal Ballot.
- (v) Forms shall be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- (vi) The Vote through Postal Ballot Form shall not be exercise by a proxy.
- (vii) Duly completed Postal Ballot Form should reach the Scrutinizes not later than the close of working hours on 24th June, 2018. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder has not been received.
- (viii) In case of shares held by Companies, Trusts, Societies, etc, the duly completed Postal Ballot Form should be accompanied by a certified copy of board resolution/ authorization together with the specimen signature(s) of the duly authorized signatories if not registered with the Company.
- (ix) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on 18th May, 2018.
- (x) Members are requested not to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed Postage Pre-paid Envelope as all such envelopes will be sent to the Scrutinizes and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- (xi) There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
- (xii) A member may request a duplicate Form, if so required. However, the duly filled in duplicate Form should reach the Scrutinizer not later than the date specified at item no.(viii) above.
- (xiii) Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.