

**Date:-24.02.2016**

To,  
The Manager,  
Listing Department.  
Bombay Stock Exchange Ltd.  
Floor-25, P.J.Towers,  
Dalal Street, Mumbai-400001

Dear Sir,

**Sub: - Proceedings under the Postal Ballot of OTCO International Limited.**

**ISIN No. INE910B01010**

**Scrip Code. 523151**

As mandated under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company hereby submits the proceedings of the Postal Ballot of OTCO International Limited held from Monday, 25<sup>th</sup> January, 2016 to Tuesday, 23<sup>rd</sup> February, 2016.

The E-voting facility of the Company was open from Monday, 25<sup>th</sup> January, 2016 (9.00A.M) to Tuesday, 23<sup>rd</sup> February, 2016 (5.00 P.M.).

Postal Ballot were received during the aforesaid period and e-voting was also done. During voting period the following resolutions were proposed and voted upon. The same were approved by the shareholders either through E voting or Physical Postal Ballot,

1. Amendment of Object Clause in Memorandum of Association.
2. Amendment of Members Liability Clause in Memorandum of Association
3. Amendment of Capital Clause in Memorandum of Association.

As per the report provided by the scrutinizer the above mentioned resolutions were duly passed. Hence the resolutions shall be deemed to be passed on 24.02.2016 as if a meeting has been convened in that behalf.

Thanking You,  
Yours Faithfully,  
For OTCO International Limited.

  
Manish Chetani  
Company Secretary & Compliance Officer



**OUTCOME OF POSTAL BALLOT ENDED ON 23.02.2016**

[As per REG 44 of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]]

Postal Ballot was held from 25th January 2016 till 23rd February 2016 . We give below the details as required under Reg 44

Annexure I

**Voting Results of Postal Ballot held from 25.01.2016 till 23.02.2016**

Date of the Closing of Postal Ballot							23rd February 2016	
Total number of shareholders on Cut Off date (i.e., 15.01.2016)							911	
No. of shareholders voted in Postal Ballot:							52	
Promoters and promoters group : 1								
Public : 51								
No. of shareholders casted their votes in Postal Ballot							52	
through E-voting : 20								
through Physical Ballot : 32								
<b>AGENDA WISE</b>								
The e-voting and Physical Ballot was conducted for all resolutions between 25th January 2016 to 23rd February 2016. The Scrutinizer report on results of e-voting and physical postal ballot is provided resolution wise below:								
<b>Resolution 1 - Amendment of Object Clause in Memorandum of Association</b>								
Resolution required: (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/ resolution?							No	
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1349571	1349571	100.00	1349571	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0	0	0.00	0.00
	Total		1349571	1349571	100.00	1349571	0	100.00
Public-Institutions	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00



# OTCO

Evolving with Passion

## OTCO INTERNATIONAL LIMITED

Regd. & Head Office: 1/1, 21st Cross, C.M.H.Road,

Lakshmipuram, Halasuru, Bangalore,

Karnataka-560008, India.

Tel : 080-25296825 Tel : +91-9789053807

Email : info@otcointernational.in

Website: www.otcointernational.in

CIN : L17114KA2001PLC028611

Public-Non Institutions	E-voting	1244053	795384	63.93	795384	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		3049	0.25	3012	37	98.79	1.21
	Total		1244053	798433	64.18	798396	37	99.995
Total		2593624	2148004	82.82	2147967	37	99.998	0.002

Resolution 2 - Amendment of Members Liability Clause in Memorandum of Association								
Resolution required: (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/ resolution?							No	
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1349571	1349571	100.00	1349571	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0	0	0.00	0.00
	Total		1349571	1349571	100.00	1349571	0	100.00
Public-Institutions	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
Public-Non Institutions	E-voting	1244053	795384	63.93	795384	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		3049	0.25	3012	37	98.79	1.21
	Total		1244053	798433	64.18	798396	37	99.995
Total		2593624	2148004	82.82	2147967	37	99.998	0.002



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Email : info@otcointernational.in

Website: www.otcointernational.in

CIN : L17114KA2001PLC028611

Resolution 3 - Amendment of Capital Clause in Memorandum of Association								
Resolution required: (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/ resolution?							No	
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1349571	1349571	100.00	1349571	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0	0	0.00	0.00
	Total		1349571	1349571	100.00	1349571	0	100.00
Public-Institutions	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
Public-Non Institutions	E-voting	1244053	795384	63.93	795384	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Applicable)		3049	0.25	3012	37	98.79	1.21
	Total		1244053	798433	64.18	798396	37	99.995
Total		2593624	2148004	82.82	2147967	37	99.998	0.002

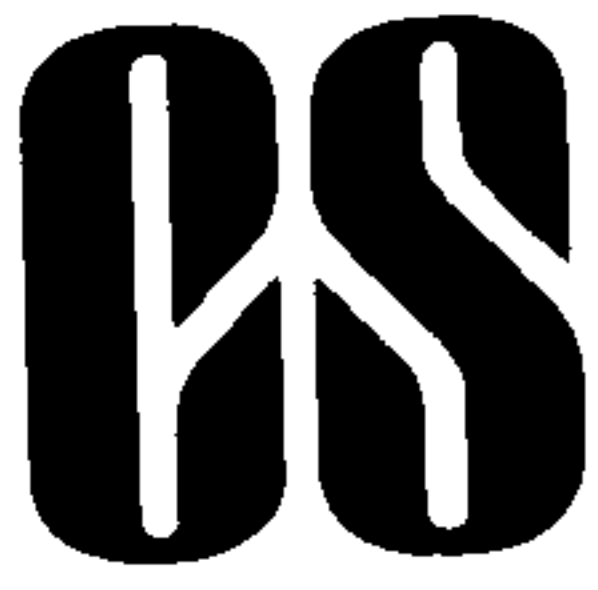
As per the Scrutinizer's Report on e-voting and Poll on item No.1 to Item No.3 of the Notice of Postal Ballot, all resolutions are passed with requisite majority.

For OTCO INTERNATIONAL LIMITED

Manish Chetani

Company Secretary and Compliance Officer





# Rajesh Agrawal & Associates

Company Secretaries

SK-7, No.12, Church Road, 3rd Cross, Murugeshpalaya, Bangalore -560017  
Cell: 8792451192 Email.:csrajeshag@gmail.com

## Report of Scrutinizer

*[Pursuant to sections 108 and 110 of the Companies Act, 2013 and rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended up to date ]*

Date:-24.02.2016

To,  
The Chairman,  
OTCO International Limited  
1/1, 21<sup>st</sup> Cross C.M.H Road,  
Lakshmipuram, Halasuru, Bangalore-560008

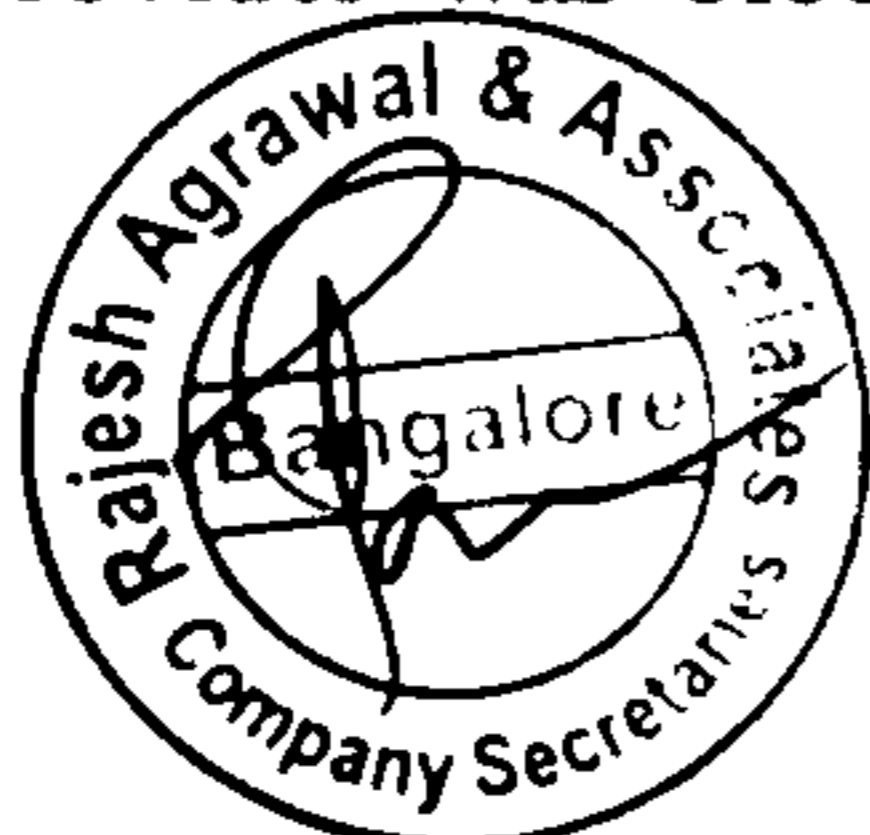
**Sub:- Consolidated report on the Postal Ballot ended on 23<sup>rd</sup> February 2016.**

Dear Sir,

We, M/s. Rajesh Agarwal & Associates, Practicing Company Secretaries, having office at SK-7, No. 12, Church Road, 3<sup>rd</sup> Cross, Murugeshpalaya, Bangalore - 560017 appointed as Scrutinizer for the purpose of scrutinizing the Postal Ballot Voting Process (comprising of electronic mode and physical ballot papers) under the provisions of section 108 and section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies(Management and Administration) Rules, 2014 together with the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the below mentioned resolutions contained in the notice for postal ballot and e-voting dated 08<sup>th</sup> January 2016.

I Submit my report as under :

1. As on the Cut off date, i.e, Friday, 15<sup>th</sup> January 2016, there were 911 Shareholders of the Company. The postal ballot Notice in electronic mode was sent through email to 292 shareholders. The Shareholders holding the shares as on the "cut off" date were entitled to vote on the proposed resolution
2. The postal ballot notice for postal ballot and e-voting, dated 08<sup>th</sup> January 2016 contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the companies (Management and Administration) Rules, 2014.
3. The dispatch of postal ballot notice through electronic means was completed on 20<sup>th</sup> January 2016
4. The above notice was also placed on the website of the company ([www.otcointernational.in](http://www.otcointernational.in)) forthwith after it was sent to the members.
5. As prescribe in the aforesaid Rules, the Company had released an advertisement which was published in Financial Express (English Version), Bangalore Edition newspaper and vartha bharthi (Kannad version), Bangalore edition newspaper on 22<sup>nd</sup> January 2016, respectively and it carried the required information as specified in the said rules.
6. The e-voting period commenced on Monday, 25<sup>th</sup> January 2016 (9.00 A.M.) and ended on Tuesday, 23<sup>rd</sup> February, 2016 (5.00 P.M.)
7. At the end of the voting period on Tuesday, 23<sup>rd</sup> February, 2016 (5.00 P.M.), the voting portal of the service provider was blocked forthwith. On 20<sup>th</sup> January 2016 (5.30 P.M.) the votes cast





- through e-voting facility was duly unblocked by me as a scrutinizer in the presence of two witnesses who are not in employment of the company.
8. Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in the electronic mode.
  9. Postal Ballot notice in physical form was sent to 908 Shareholders along with Postal Ballot Forms and self-addressed postage prepaid business reply envelope to those members whose name(s) appeared on the register of members/ list of Beneficiaries as on 15<sup>th</sup> January 2016. The Shareholders holding the shares as on the "cut off" date i.e, Friday 15<sup>th</sup> January 2016 were entitled to vote on the proposed resolution.
  10. The Dispatch of Postal Ballot through Post was completed on 20<sup>th</sup> January 2016.
  11. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
  12. All Postal Ballot forms received up to the close of working hours on 23<sup>rd</sup> February 2016 the last date and time fixed by the company for receipt of the forms were considered for my scrutiny. Envelopes containing postal ballot forms received after 23<sup>rd</sup> February 2016 were not considered for my scrutiny.
  13. The ballot box was opened on 24<sup>th</sup> February, 2016 in my presence and the postal ballot forms were duly scrutinized and the shareholding was matched/ confirmed with the register of members of the company / list of beneficiaries as on 15<sup>th</sup> January 2016 being the cut off date.
  14. I didn't find any defaced or mutilated ballot papers.
  15. 14 Shareholders has voted through postal ballot as well as e-voting. As per the notice , the e-voting will prevail over the postal ballot. Hence the votes given by these 14 shareholders through postal ballot paper were not considered.
  16. One shareholder vote was considered as invalid as the same was not filled and voted.

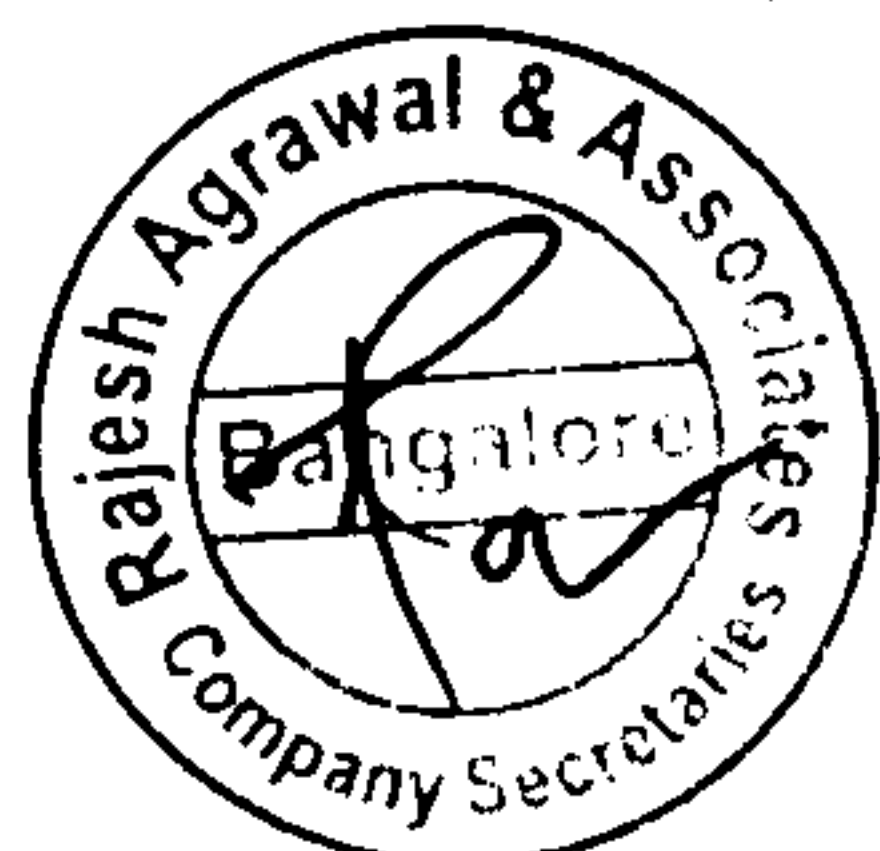
As a scrutinizer, the duly complied consolidated report of the remote e-voting carried out by the shareholders and physical postal ballots received from shareholders provided -

1. The resolutions for which this Postal Ballot of the shareholders was held were as follows;

Sl. No.	Resolutions	Nature of resolutions
1.	Amendment of Object clause in Memorandum of Association.	Special
2.	Amendment of Members Liability clause in Memorandum of Association.	Special
3.	Amendment of Capital clause in Memorandum of Association.	Special

2. On the conclusion of the postal ballot, the votes cast through remote e-voting was unblocked and were available for viewing by the under signed. The votes cast through postal ballot, were duly considered after ignoring duplicates votes cast, if any, pursuant to the extant rules.
3. A register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
4. The results of the remote e-voting by electronic means and postal ballot voting are as follows:

The details of the number of members present and voting in person or by proxy and the valid / invalid votes in respect of each of the resolutions are given below.



Resolutions Sl. No.	Number of members who cast their votes either by e- voting/ Postal ballot paper		Number of valid Votes.	Number of invalid votes (not considered for calculation of votes )
	Assent	Dissent		
1.	43	9	2148004	572184
2.	43	9	2148004	572184
3.	43	9	2148004	572184

The vote cast by postal ballot paper by 14 voters having 572033 votes on the resolution no. 1, 2 and 3 treated as invalid as the same have earlier voted in e-voting and it cannot be considered twice. And one voter having 151 votes on the resolution no. 1, 2 and 3 treated as invalid as the same was not tick marks were present on the postal ballot paper received.

The summary of the results in terms of the Number of votes cast for and against out of the total valid votes is given below.

E voting & Poll						
Resol utions Sl. No.	No of Votes Cast In Favour	No of Votes Cast In Against	Total Number of valid Votes.	Assent (%)	Dissent (%)	Passed/Not Passed
1	2147967	37	2148004	99.998	0.002	Passed as special resolution
2.	2147967	37	2148004	99.998	0.002	Passed as special resolution
3.	2147967	37	2148004	99.998	0.002	Passed as special resolution

Since the requisite no. of votes cast in favour exceeded the no. of votes cast against by more than 3/4<sup>th</sup> of majority in respect of resolutions in S. No 1 to 3, we hereby report that the above resolutions were passed with requisite majority as required for a special resolution.

5. The postal ballot papers and all other relevant records were sealed and handed over to the Company Secretary/Directors authorized by the Board for safe keeping.

6. The data sheet relating to e-voting and other related papers/registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the company, once the Minutes are approved and signed.

Thanking You,

Yours faithfully,

**For M/s. RAJESH AGARWAL & ASSOCIATES**

**Practicing Company Secretaries**

**RAJESH AGARWAL**

**Sole Proprietor**

Membership no.:-FCS 5158

CP NO.11323

