

Date: - 21<sup>st</sup> July, 2025

To  
The Corporate Relationship Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

Dear Sirs,

Sub: Non-applicability certificate for submission of Corporate Governance Report signed by the Company Secretary of the company, under regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the quarter ended on 30<sup>th</sup> June, 2025.

Ref: - Ref: OTCO INTERNATIONAL LIMITED (Scrip Code: 523151)

We wish to inform you that the requirement regarding compliance with the corporate governance report is not applicable to our company. In view of the fact that the paid-up capital of the company is Rs. 25936/- and Net worth is Rs. 26609/- (Rounded off in thousands) as per the last Audited Balance Sheet as at 31.03.2025, as our company is well below the threshold limit of Rs 10 Crores and Rs 25 Crores respectively, as prescribed by SEBI.

In this regard, we enclose necessary non-applicability certificate signed by the Company Secretary of the company for your record.

Yours Faithfully,

For OTCO International Limited

*Madhusmita Panda*

Madhusmita Panda  
Company Secretary



Encl: Certificate as stated above

Date: 21<sup>st</sup> July, 2025

**Non- Applicability Certificate issued under regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for submission of Corporate Governance Report for the quarter ended on 30.06.2025.**

Name of the Company	OTCO INTERNATIONAL LIMITED
ISIN	INE910B01028
Security Code	523151
Paid up Capital on the last day of the previous Financial Year (ending on 31.03.2025)	Rs. 25,936 /- (Twenty-five thousand Nine hundred thirty-six Only). (R/off in Thousands)
Net worth on the last day of the previous Financial Year (ending on 31.03.2025)	Rs. 26,609/- (Twenty-six thousand six hundred nine Only). (R/off in Thousands)

I further declare that both the paid-up capital and the net-worth of the company have not increased during the current financial year 2025-26 so as to go beyond the threshold limit of Rs 10 Crores and Rs 25 Crores as prescribed by SEBI respectively.

On the basis of the above information the company is not liable for compliance with the corporate governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para-C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Certified for and on behalf of  
For OTCO International Limited

Madhusmita Panda

Madhusmita Panda  
Company Secretary





**OTCO INTERNATIONAL LIMITED**  
**Regd. & Head Office:** P-41, 9A Main, LIC colony,  
Jeevanbhima Nagar, HAL 3rd Stage,  
New Thippasandra, Bangalore-560075,  
Karnataka, India.  
Tel: + 91-9789053807  
Email: info@otco.in  
Website: www.otco.in  
CIN: L17114KA2001PLC028611

Date: 21<sup>st</sup> July, 2025

To  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

Subject: Certificate of Non-Applicability of Corporate Governance.

Ref: - OTCO INTERNATIONAL LIMITED (Scrip Code: 523151)

Dear Sir/Madam,

As per Regulation 15 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the compliance with the corporate governance provisions as specified in Regulation 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V shall not apply, in respect of the listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty-five crore, as on the last day of previous financial year.

This is to certify that the Paid-up Equity Share Capital and the Net Worth of the Company for the last three consecutive financial years is as under

Particulars	FY 2024-25 (Rupees in '000)	FY 2023-24 (Rupees in '000)	FY 2022-23 (Rupees in '000)
Paid Up Capital	25936.00	25936.00	25936.00
Net Worth	26609.00	26315.00	25687.00

. In view of the fact that the paid-up capital of the company is Rs. 25936/- and Net worth is Rs. 26609/- (Rounded off in thousands) as per the last Audited Balance Sheet as at 31.03.2025, as our company is well below the threshold limit of Rs 10 Crores and Rs 25 Crores respectively, as prescribed by SEBI.



**OTCO INTERNATIONAL LIMITED**  
**Regd. & Head Office:** P-41, 9A Main, LIC colony,  
Jeevanbhima Nagar, HAL 3rd Stage,  
New Thippasandra, Bangalore-560075,  
Karnataka, India.  
Tel: + 91-9789053807  
Email: info@otco.in  
Website: www.otco.in  
CIN: L17114KA2001PLC028611

On the basis of the above information the company is not liable for compliance with the corporate governance provisions as specified in Regulation 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Certified for and on behalf of  
For OTCO International Limited

Bagyalakshmi Thirumalai  
Whole time Director  
Din:08186335





**CERTIFICATE FROM PRACTICING COMPANY SECRETARY**  
**(For Non-applicability of Regulation 27(2) of SEBI (LODR) Regulations, 2015)**

I, V. Nagarajan, Practicing Company Secretary, hereby certify that provisions of Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 15 (2) (a) of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to **M/s OTCO INTERNATIONAL LIMITED** bearing CIN: L17114KA2001PLC028611 and having its registered office at P-41, 9A Main, LIC colony, Jeevanbhima Nagar, HAL 3rd Stage, New Thippasandra, Bangalore-560 075 (the Company) for the financial year ended 31<sup>st</sup> March, 2025 (01.04.2024 TO 31.03.2025).

Furthermore, paid-up equity capital of the Company does not exceed Rs.10.00 Crores and Net worth does not exceed Rs. 25.00 Crores during last 3(three) previous financial years as shown below in the table: -


S. No.	Financial Year (F.Y)	Paid up Capital (Rupees in '000)	Net worth (Rupees in '000)
1	FY 2024-25	25936.00	26610.00
2	FY 2023-24	25936.00	26315.00
3	FY 2022-23	25936.00	25687.00

Hence, we confirm that it is not mandatory for the Company to comply with provisions of Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 15 (2) (a) of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date: 21 July 2025

Place: Chennai:

UDIN: F005626G000823036

**For V. NAGARAJAN & CO**  
Company Secretaries in Practice  
  
**V. NAGARAJAN**  
PROPRIETOR  
FCS 5626 CP 3288



**Details of the Share Capital and Free Reserves and Networth workings****M/s OTCO INTERNATIONAL LIMITED****CIN: L17114KA2001PLC028611****registered office at P-41, 9A Main, LIC colony, Jeevanbhima Nagar, HAL 3rd Stage,  
New Thippasandra, Bangalore-560 075.****(Amount in Rs.'000)**

<b>Description</b>	<b>FY 2022-23</b>	<b>FY 2023-24</b>	<b>FY 2024-25</b>
Equity share capital	25936.00	25936.00	25936.00
Securities Premium	288.00	288.00	288.00
General Reserve	2800.00	2800.00	2800.00
Retained Earnings	(3337.00)	(2709.00)	(2414.00)
<b>Networth →</b>	<b>25687.00</b>	<b>26315.00</b>	<b>26610.00</b>

**For V. NAGARAJAN & CO**  
Company Secretaries in Practice  
V. NAGARAJAN  
PROPRIETOR  
FCS 5626 CP 3288