



FORM NO. MGT.13
REPORT OF SCRUTINIZER(S)

[Pursuant to rule section 108 & 109 of the Companies Act, 2013 and Rule 20 along with Rule 21(2) of the Companies (Management and Administration) Rules, 2014 as amended till date]

To,
Mr Arun Dash
The Chairman,
41st Annual General Meeting
Otc International Limited
(CIN: L17114KA2001PLC028611)
P-41, 9A Main, LIC Colony, Jeevanbhima Nagar,
HAL 3rd Stage, New Thippasandra, Bangalore-560075,
Karnataka, India

Dear Sir,

Sub: Scrutinizer Report on 41st Annual General Meeting of the Shareholders of the Company, OTCO INTERNATIONAL LIMITED, held on Friday, 2nd September, 2022 at 11.00 A.M through Video Conferencing(VC)Other Audio Visual Means(OAVM) in accordance with the applicable provisions of the Companies Act and Ministry of Corporate Affairs (MCA) and SEBI General Circulars.

I, Rajesh Kumar Agrawal, Proprietor of M/s. Rajesh Agrawal & Associates, Practicing Company Secretaries, having office at Room No. 8, 3rd Floor, Srivaru Towers, Green Glen Layout, Bellandur, Bangalore – 560103, was appointed as Scrutinizer for the purpose of remote e-voting, at the 41st Annual General Meeting of the Company, OTCO INTERNATIONAL LIMITED, held on 2nd September, 2022 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) at 11.00 A.M in accordance with the applicable provisions of the Companies Act and Ministry of Corporate Affairs (MCA) and SEBI General Circulars, hereby submit my report as under::

1. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by Central Depository Services Limited (CDSL).
2. The shareholders of the Company as on the 'cut-off' date i.e. 26th August, 2022 were entitled to vote on the resolutions stated in the Notice of the 41st Annual General Meeting of the Company.
3. The remote e-voting opened on Tuesday the 30th August 2022 at 9:00 a.m. and closed on Thursday the 1st September, 2022 at 5:00 p.m.



4. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by CDSL at the AGM.

5. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC/OAVM and who had not voted on remote e voting were allowed to cast their votes through e-voting system during the AGM.

6. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of CDSL and was witnessed by two witnesses Mr. Ramakanta Panda and Mr. Saroj Biswal, who are not in employment of the company. They have signed below in confirmation of the same. *Ramakanta Panda* *Saraj Biswal*

7. My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the notice of AGM. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions contained in the notice of the AGM.

8. Based on the data downloaded from CDSL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

ORDINARY BUSINESS

Resolution No. 1: Ordinary Resolution :To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2022 and the Reports of the Directors and the Auditors thereon;

Voted in favour of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	25	10531505	100

Voted against the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	2	501	0

Invalid votes

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0



Resolution No. 2: Ordinary Resolution: To appoint a Director in place of Mrs. Sima Balakrishnan (DIN: 09128444) who retires by rotation and being eligible offers herself for re-appointment.

Voted in favour of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	25	10531505	100

Voted against the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	2	501	.0

Invalid votes

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

SPECIAL BUSINESS

Resolution No. 3: Special Resolution: Re-appointment of Mr. Arun Dash (DIN: 07972670) as Independent Director of the Company

Voted in favour of the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	25	10531505	100

Voted against the resolution

Type of voting	Number of members voted	Total number of votes cast by them	% of total number of valid votes cast
Remote e-voting and E-voting at AGM	2	501	0



Invalid votes

Total number of members whose votes were declared invalid	Number of votes cast by them
0	0

All the resolutions proposed hereinabove have been passed with requisite majority.

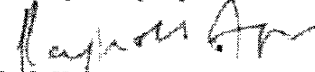
All the relevant records of electronic voting shall remain in my safe custody until the chairman of the meeting considers, approves and signs the minutes in this connection and thereafter same shall be handed over to the Company Secretary / Directors authorized by the Board for safe keeping.

Place: Bangalore
Date: 2nd September, 2022

Thanking You,

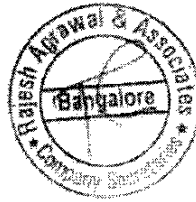
Yours faithfully,

For Rajesh Agrawal & Associates
Practicing Company Secretaries



Rajesh Kumar Agrawal
FCS 5158
CP NO.11323

UDIN: F005158D000900877



41st Annual General Meeting
Otco International Limited