

Date: - 01.08.2020

**BSE Ltd.
Floor-25, P.J.Towers,
Dalal Street,
Mumbai-400001**

Dear Sir,

Sub: - Outcome of voting Results of 39th Annual General Meeting of OTCO International Limited.

ISIN No. INE910B01028

Scrip Code.523151

Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the details regarding the voting results of the business transacted at the 39th Annual General Meeting of the members of the company held on Friday, July 31, 2020, in the prescribed format.

Thanking You,

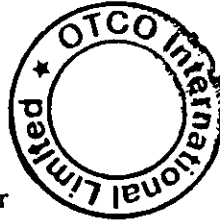
Yours Faithfully,

For OTCO International Limited.

Deepak Kumar Dash

Deepak Kumar Dash

Company Secretary & Compliance Officer



Encl: As Above

OUTCOME OF VOTING FOR 39TH ANNUAL GENERAL MEETING HELD ON 31.07.2020

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

The 39th Annual General Meeting was held on 31.07.2020. Evoting started at 9.00A.M. on 28.07.2020 and ended at 5.00P.M. on 30.07.2020 . We give below the details as required under Reg 44 of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Annexure I

Voting Results of 39th Annual General Meeting

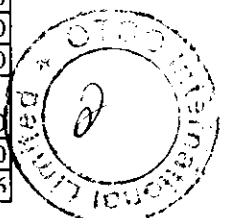
Date of the AGM		31st July 2020						
Total number of shareholders on Cut Off date (i.e., 23.07.2020)		818						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and promoters group :		N.A						
Public :		N.A						
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and promoters group :		1						
Public :		20						
AGENDA WISE								
The e-voting was conducted for all resolutions between 28th July 2020 to 30th July 2020. The Scrutinizer report on results of e-voting is provided resolution wise below:								
Resolution 1 - Adoption of Financial Statement for the Financial year ended 31st March 2020.								
Resolution required: (Ordinary/ Special)							Ordinary	
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	9624085	9624085	100.00	9624085	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		9624085	9624085	100.00	9624085	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	0.00	0	0	0.00	0.00



Public-Non Institutions	E-voting	3344035	17,40,460	52.05	17,40,449	11	100.00	0.0006
	Poll (Venue E-Voting)		200	0.01	200	0	100.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total		3344035	1740660	52.05	1740649	11	99.9994
Total		12968120	11364745	87.64	11364734	11	99.9999	0.0001

Resolution 2 - Appointment of Ms. Bagyalakshmi Thirumalai, as a Director liable to retire by rotation								
Resolution required: (Ordinary/ Special)							Ordinary	
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	9624085	9624085	100.00	9624085	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		9624085	9624085	100.00	9624085	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	3344035	17,40,460	52.05	17,40,449	11	100.00	0.0006
	Poll (Venue E-Voting)		200	0.01	200	0	100.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total		3344035	1740660	52.05	1740649	11	99.9994
Total		12968120	11364745	87.64	11364734	11	99.9999	0.0001

Resolution 3 -Re-appointment of Statutory Auditors								
Resolution required: (Ordinary/ Special)							Ordinary	
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	9624085	9624085	100.00	9624085	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		9624085	9624085	100.00	9624085	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
Total			17,40,460	52.05	17,40,449	11	100.00	0.0006



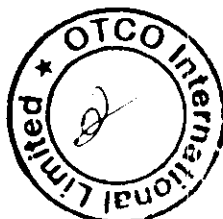
Public-Non Institutions	Poll (Venue E-Voting)	3344035	200	0.01	200	0	100.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0.00	0.00	0.00
Total		3344035	1740660	52.05	1740649	11	99.9994	0.0006
Total		12968120	11364745	87.64	11364734	11	99.9999	0.0001

Resolution 4 -Re-appointment of Ms. Bagyalakshmi Tirumalai (DIN: 08186335) as Whole time Director of the company

Resolution required: (Ordinary/ Special)		Ordinary						
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	9624085	9624085	100.00	9624085	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		9624085	9624085	100.00	9624085	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	3344035	17,40,460	52.05	17,40,449	11	100.00	0.0006
	Poll (Venue E-Voting)		200	0.01	200	0	100.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total		3344035	1740660	52.05	1740649	11	99.9994
Total		12968120	11364745	87.64	11364734	11	99.9999	0.0001

Resolution 5 -Appointment of Mr. Sunder Singh (DIN: 08729117) as a Non-Executive and Non-Independent Director of the company.

Resolution required: (Ordinary/ Special)		Ordinary						
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	9624085	9624085	100.00	9624085	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		9624085	9624085	100.00	9624085	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	3344035	17,40,460	52.05	17,15,873	24587	98.59	1.41
	Poll (Venue E-Voting)		200	0.01	200	0	100.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0	0.00	0.00
	Total	3344035	1740660	52.05	1716073	24587	98.5875	1.4125
Total		12968120	11364745	87.64	11340158	24587	99.7837	0.2163

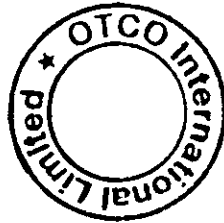
As per the Scrutinizer's Report on e-voting on item No.1 to 5 of the Notice of 39th Annual General Meeting, all resolutions were passed with requisite majority.

Percentage rounded off in scrutinizers report.

For OTCO INTERNATIONAL LIMITED

Deepak Kumar Dash

Deepak Kumar Dash
Company Secretary and Compliance Officer





Form No.MGT-13

REPORT OF SCRUTINIZER(S)

[Pursuant to the provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended till date]

To
The Chairman,
Otco International Limited
(CIN: L17114KA2001PLC028611)
1/1, 21st Cross, C.M.H. Road,
Lakshmipuram, Halasuru,
Bangalore 560008

Dear Sir,

Sub: Scrutinizer Report on the Annual General Meeting of the Shareholders of OTCO INTERNATIONAL LIMITED held on 31st July, 2020 at 11.30 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

I, Rajesh Kumar Agrawal, Proprietor of M/s. Rajesh Agrawal & Associates, Practicing Company Secretaries, having office at No. 8, 3rd Floor, Sri Varu Towers, Green Glen Layout, Bellandur, Bangalore – 560103 appointed as Scrutinizer on 27th June, 2020 for the purpose of remote e-voting, at the Annual General Meeting of OTCO INTERNATIONAL LIMITED held on 31st July, 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) at 11.30 A.M on the below mentioned resolutions, hereby submit my report as under:

a.	The AGM is held in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 regarding holding of the "AGM" through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue and as confirmed by the Company the Notice of the AGM along with the Annual Report 2019-20 was sent only through electronic mode to those Members whose e-mail addresses were registered with the Company, RTA or CDSL / NSDL ("Depositories").
b.	Pursuant to Section 101, 108 of the Act and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended upto date, the notice convening the meeting including Statement under Section 102 of the Act have been dispatched to all the members of the Company through electronic means (wherever email id were available) on 06th July 2020, the Notice convening was also placed on the website of the Company. The members of the Company were given an option to vote

	electronically on e-voting platform, provided by the Central Depository Services (India) limited (CDSL).
b.	The Public Advertisement with respect to dispatch of notice and conducting of voting through electronic means was published in an English newspaper "Financial Express" of wide circulation on 03.07.2020 and a vernacular news Letter " Kannada-Vartha Bharthi" on the same date.
c.	The remote e-voting period commenced on July 28, 2020 at 09:00 A.M. and ended on the close of July 30, 2020 at 05:00 P.M.
d.	The Members holding shares as on July 23, 2020, "cut-off date", were entitled to vote on the resolutions stated in the notice of the 39th AGM. There were 818 members on cut off date.
e.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on July 30, 2020 at 05:00 P.M, the CDSL portal was blocked for voting.
f.	The List of shareholders who cast their votes through remote e voting were unblocked in the presence of two witnesses on the July 31, 2020.

The results of the Voting are as under:

ORDINARY BUSINESS

Item No. 1 - Ordinary Resolution

Adoption of Financial Statements.

To receive, consider and adopt the audited financial statements for the Financial Year ended 31st March, 2020 and the Reports of the Directors and Auditors thereon.

i) Voted **in favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	27	1,13,64,534	100
E-Voting At The AGM	4	200	0
Total	31	1,13,64,734	100

(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	11	0.00
E-Voting At The	0	0	0



AGM			
Total	3	11	0.00

Item No. 2 –Ordinary Resolution

Appointment of Ms. Bagyalakshmi Thirumalai, as a Director liable to retire by rotation.

To appoint a Director in place of Ms. Bagyalakshmi Thirumalai (DIN: 08186335) who retires by rotation and being eligible offers herself for re-appointment.

i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	27	1,13,64,534	100
E-Voting At The AGM	4	200	0
Total	31	1,13,64,734	100

(ii) Voted against the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	11	0.00
E-Voting At The AGM	0	0	0
Total	3	11	0.00



Item No. 3 –Ordinary Resolution**Re-appointment of Statutory Auditors.**

To re-appointment of the Statutory Auditors of the Company and to fix their remuneration.

(i) Voted **in favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	27	1,13,64,534	100
E-Voting At The AGM	4	200	0
Total	31	1,13,64,734	100

(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	11	0.00
E-Voting At The AGM	0	0	0
Total	3	11	0.00

Item No. 4 –Ordinary Resolution

To consider re-appointment of Ms. Bagyalakshmi Tirumalai (DIN: 08186335) as a Whole time Director of the company for a period of 5 years.

(i) Voted **in favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	27	1,13,64,534	100
E-Voting At The	4	200	0



AGM			
Total	31	1,13,64,734	100

(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	11	0.00
E-Voting At The AGM	0	0	0
Total	3	11	0.00

Item No. 5 – Ordinary Resolution

To consider appointment of Mr. Sunder Singh (DIN: 08729117) as a Non-Executive and Non-Independent Director of the company.

(i) Voted **in favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	26	1,13,39,958	99.78
E-Voting At The AGM	4	200	0
Total	30	1,13,40,158	99.78

(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	24,587	0.22
E-Voting At The AGM	0	0	0



Total	4	24,587	0.22
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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 chairman of the meeting considers, approves and sign the minutes in this connection and thereafter same shall be handed over to the Company Secretary / Directors authorized by the Board for safe keeping.

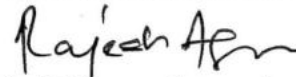
Place: Bangalore

Date : 31.07.2020

Thanking You,

Yours faithfully,

For Rajesh Agrawal & Associates
Practicing Company Secretaries



Rajesh Kumar Agrawal

Proprietor

FCS 5158

CP NO.11323

UDIN : **F005158B000542301**

