

**Date: - 23.09.2019**

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

**Dear Sir,**

**Sub: - Outcome of voting Results of 38<sup>th</sup> 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 38<sup>th</sup> Annual General Meeting of the members of the company held on Saturday, September 21, 2019, 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 38TH ANNUAL GENERAL MEETING HELD ON 21.09.2019**

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

The 38th Annual General Meeting was held on 21.09.2019. Evoting started at 9.00A.M. on 18.09.2019 and ended at 5.00P.M. on 20.09.2019 . 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 38th Annual General Meeting**

Date of the AGM		21st September 2019						
Total number of shareholders on Cut Off date (i.e., 13.09.2019)		809						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and promoters group :		1						
Public :		24						
No. of Shareholders attended the meeting through Video Conferencing		Nil						
Promoters and promoters group : Nil								
Public : Nil								
<b>AGENDA WISE</b>								
The e-voting and Physical poll was conducted for all resolutions between 18th September 2019 to 20th September 2019. The Scrutinizer report on results of e-voting and poll is provided resolution wise below:								
<b>Resolution 1 - Adoption of Financial Statement for the Financial year ended 31st March 2019.</b>								
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	1637338	48.96	1637338	0	100.00	0.00
	Poll		560	0.02	560	0	100.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0.00	0.00	
	Total		3344035	1637898	48.98	1637898	0	100.0000
Total		12968120	11261983	86.84	11261983	0	100.0000	0.0000

Resolution 2 - 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	1637338	48.96	1637338	0	100.00	0.00
	Poll		560	0.02	560	0.00	100.00	0.00
	Postal Ballot (if Applicable)		0	0.00		0.00	0.00	0.00
	Total		3344035	1637898	48.96	1637898	0	100.0000
Total		12968120	11261983	86.84	11261983	0	100.0000	0.0000



As per the Scrutinizer's Report on e-voting and Poll on item No.1 and 2 of the Notice of 38th 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 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  
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 M/s. OTCO INTERNATIONAL LIMITED held on 21st September, 2019 at 11.30 A.M. at MEWS Ladies Club, No.37, BHOOMA, 17th Cross, 4th & 6th Main, Malleswaram, Bengaluru – 560 055, Karnataka.**

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, Bengaluru – 560103 appointed as Scrutinizer on 09<sup>th</sup> August, 2019 for the purpose of remote e-voting and through ballot, at the Annual General Meeting of OTCO INTERNATIONAL LIMITED held on 21st September,2019 at MEWS Ladies Club, No.37, BHOOMA, 17th Cross, 4th & 6th Main, Malleswaram, Bengaluru – 560 055, Karnataka, at 11.30 A.M on the below mentioned resolutions, hereby submit our report as under:

a.	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 20 <sup>th</sup> August 2018, and to the other shareholders by registered post on the 20 <sup>th</sup> August, 2018, 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 23.08.2019 and a vernacular news Letter " Kannada-Vartha Bharthi" on the same date.



c.	The remote e-voting period commenced on September 18, 2019 at 09:00 A.M. and ended on the close of September 20, 2019 at 05:00 P.M.
d.	The Members holding shares as on September 13, 2019, "cut-off date", were entitled to vote on the resolutions stated in the notice of the 38 <sup>th</sup> AGM. There were 809 members on cut off date.
e.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on September 20, 2019 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 September 21, 2019.

The Annual general meeting held at the scheduled time, date and venue, the Chairman announced a poll through ballot taking into account the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs.

The polling papers in Form MGT -12 as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in one ballot box kept at convenient location in the Venue.

1. At the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid.

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, 2019 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	12	1,12,61,423	100
Voting by ballot	8	560	0
<b>Total</b>	<b>20</b>	<b>1,12,61,983</b>	<b>100</b>

(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	0	0	0
Voting by ballot	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

#### 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	12	1,12,61,423	100
Voting by ballot	8	560	0
<b>Total</b>	<b>20</b>	<b>1,12,61,983</b>	<b>100</b>



(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	0	0	0
Voting by ballot	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

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

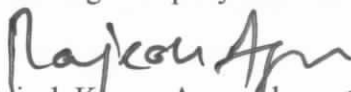
5. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until chairman of the meeting considers, approves and sign the minutes in this connection and thereafter same shall be handed over to the Company Secretary / Directors authorized by the Board for safe keeping.

Place: Bangalore  
Date: 22.09.2019

Thanking You,

Yours faithfully,

For Rajesh Agrawal & Associates  
Practicing Company Secretaries

  
Rajesh Kumar Agrawal

FCS 5158

CP NO.11323

