



OTCO INTERNATIONAL LIMITED

Regd. & Head Office: 1/1, 21st Cross, C.M.H.Road,
Lakshmipuram, Halasuru, Bangalore,
Karnataka-560008, India.
Tel : 080-25296825, +91-9789053807
Email : info@otcointernational.in
Website: www.otcointernational.in
CIN : L17114KA2001PLC028611

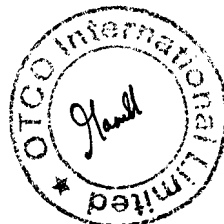
OUTCOME OF VOTING FOR 35TH ANNUAL GENERAL MEETING ENDED ON 26.09.2016
[As per REG 44 of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)]

35th Annual General Meeting was held on 26.09.2016. Evoting started at 9.00A.M. on 23.09.2016 and ended at 5.00P.M. on 25.09.2016 . 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 35th Annual General Meeting

Date of the AGM							26th September 2016	
Total number of shareholders on Cut Off date (i.e., 19.09.2016)							887	
No. of shareholders present in the meeting either in person or through proxy:							54	
Promoters and promoters group : 1								
Public : 53								
No. of Shareholders attended the meeting through Video Conferencing							Nil	
Promoters and promoters group : Nil								
Public : Nil								
AGENDA WISE								
The e-voting and Physical poll was conducted for all resolutions between 23rd September 2016 to 26th September 2016. The Scrutinizer report on results of e-voting and poll is provided resolution wise below:								
Resolution 1 - Adoption of Financial Statement for the Financial year ended 31st March 2016.								
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	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 INTERNATIONAL LIMITED

Regd. & Head Office: 1/1, 21st Cross, C.M.H.Road,
Lakshmipuram, Halasuru, Bangalore,
Karnataka-560008, India.

Tel : 080-25296825, +91-9789053807

Email : info@otcointernational.in

Website: www.otcointernational.in

CIN : L17114KA2001PLC028611

Public- Non Institutions	E-voting	1244053	832677	66.93	832664	13	100.00	0.00
	Poll		30	0.00	30	0	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total	1244053	832707	66.94	832694	13	99.9984	0.0016
Total		2593624	2182278	84.14	2182265	13	99.9994	0.0006

Resolution 2 - Appointment of Ms. Chinamma Pullattu Mathew 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	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	832677	66.93	832664	13	100.00	0.00
	Poll		30	0.00	30	0	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total	1244053	832707	66.94	832694	13	99.9984	0.0016
Total		2593624	2182278	84.14	2182265	13	99.9994	0.0006



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, +91-9789053807
Email : info@otcointernational.in
Website: www.otcointernational.in
CIN : L17114KA2001PLC028611

Resolution 3 - Appointment of Auditors - Ratification of Appointment of 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	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	832677	66.93	832664	13	100.00	0.00
	Poll		30	0.00	30	0	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total		1244053	832707	66.94	832694	13	99.9984
Total		2593624	2182278	84.14	2182265	13	99.9994	0.0006

As per the Scrutinizer's Report on e-voting and Poll on item No.1 to Item No.3 of the Notice of 35th Annual General Meeting, all resolutions are passed with requisite majority.

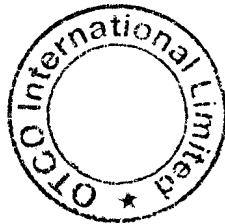
Percentage rounded off in scrutinizers report.

For OTCO INTERNATIONAL LIMITED

Manish Chetani

Manish Chetani

Company Secretary and Compliance Officer





Rajesh Agrawal & Associates

Practicing Company Secretaries

SK-7, No.12, Church Road, 3rd Cross, Murugeshpalaya, Bengaluru - 560017
Tel: 080-41102132, Cell: 8792451192, Email.: csrajeshag@gmail.com

Form No.MGT-13

Report of Scrutinizer

[Pursuant to sections 108 &109 of the Companies Act, 2013 and rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended up to date]

TO,

Date:-26.09.2016

The Chairman,

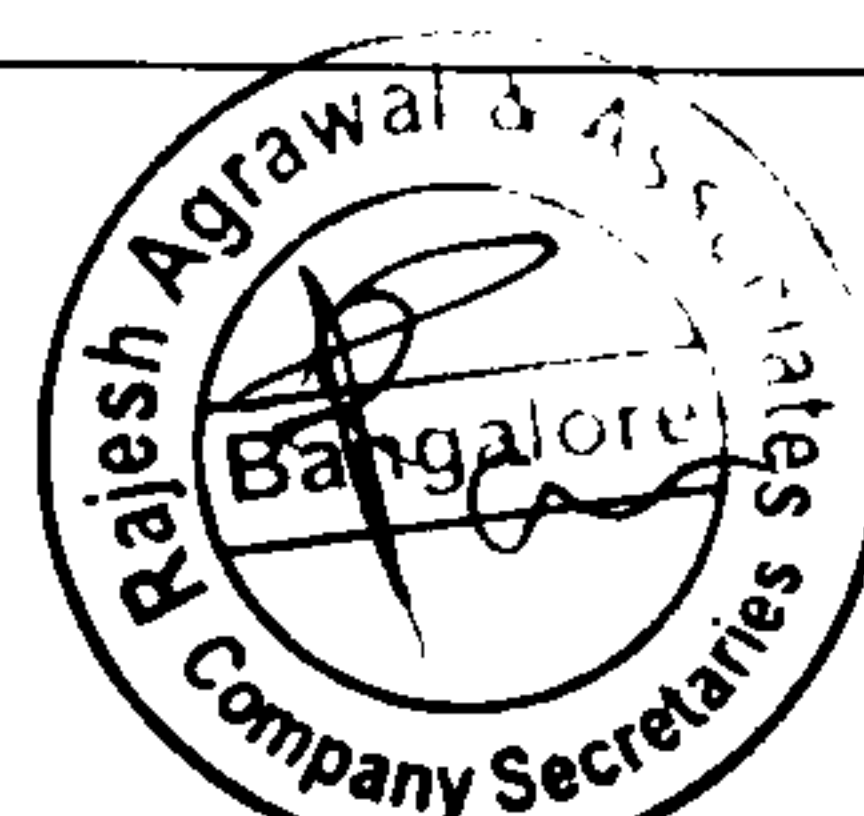
Of the 35th Annual General Meeting of the Equity Shareholders of **M/S. OTCO INTERNATIONAL LIMITED**, held on 26th September,2016 at 10.00 A.M. at Ramaiah Reddy Hall, Domlur Club's Ground Floor, 3, 4th Main Road, Domlur 2nd Stage, Bengaluru-560071, Karnataka.

Sub:- Ordinary resolution(s) under different provisions of the Companies Act,2013 read with Rules made there under- Voting through electronic means and through ballot in terms of sections 108 &109 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended till date

Dear Sir,

We, M/s. Rajesh Agarwal & Associates, Practicing Company Secretaries, having office at SK-7, No. 12, Church Road, 3rd Cross, Murugeshpalaya, Bangalore - 560017 appointed as Scrutinizer as per letter dated 18.07.2016 for the purpose of remote e-voting and through ballot, at Annual General Meeting of Equity shareholders of **OTCO INTERNATIONAL LIMITED on 26th September,2016 at Ramaiah Reddy Hall, Domlur Club's Ground Floor, 3, 4th Main Road, Domlur 2nd Stage, Bengaluru-560071Karnataka at 10.00 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 despatched to all the members of the Company through electronic means (wherever email id were available) on 26 th of August 2016, and to the other shareholders by registered post on the 25 th of August, 2016 and through courier on 26 th August 2016 subsequently, 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 30.08.2016 and a vernacular news Letter " Kannada-Vartha Bharthi" on the same date.
c.	The remote e-voting period commenced on September 23, 2016 at 09:00 A.M. and ended on the close of September 25, 2016 at 05:00 P.M.
d.	The Members holding shares as on September 19, 2016, "cut-off date", were entitled to vote on the resolutions stated in the notice of the 35 th AGM. There were 887 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 25, 2016 at 05:00 P.M, the CDSL portal was blocked for voting.



f.	The List of share holders who cast their votes through remote e voting were unblocked in the presence of two witnesses on the September 26, 2016.
----	---

At 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 were 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 resolutions for which this Annual General Meeting of the shareholders was held were as follows;

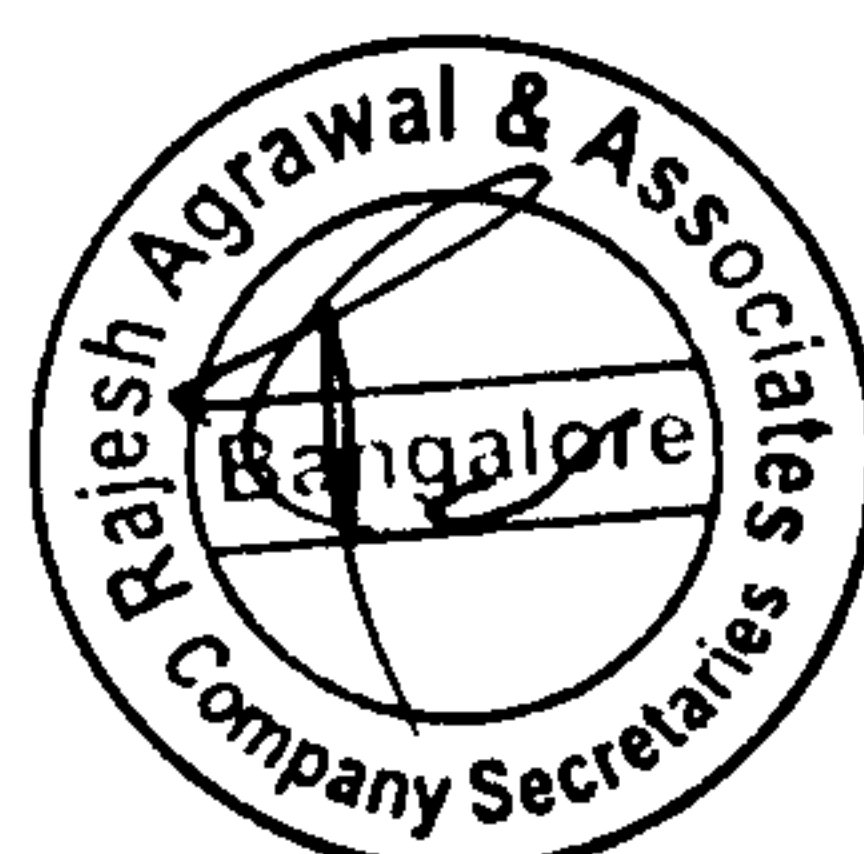
S.L. No.	Resolutions	Nature of resolutions
1.	To receive, consider and adopt the audited financial statements for the financial year ended 31 st March, 2016 and the Reports of the directors and auditors thereon.	Ordinary
3.	To appoint a director in place of Ms. Chinamma Pullattu Mathew (holding DIN 07117184) as Director of the Company who retires by rotation and offers herself for reappointment.	Ordinary
2.	To consider Ratification of Appointment of M/s. C. Ramasamy & B. Srinivasan, Chartered Accountants, Chennai (FRN: 002957S) as Auditors of the Company and to hold office till the Conclusion of 39 th Annual General Meeting of the company.	Ordinary

On the conclusion of the Annual General Meeting, the votes cast through remote e-voting was unblocked and were available for viewing by the under signed. The votes cast through ballot in the venue of annual general meeting were duly considered after ignoring duplicates votes cast, if any, pursuant to the extant rules.

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.

The results of the remote e-voting by electronic means and 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/ poll in the AGM.		Number of valid Votes.	Number of invalid votes
	Assent	Dissent		
1.	23	1	2182278	0
2.	23	1	2182278	0
3.	23	1	2182278	0

None of the vote cast physically on the resolution no. 1, 2 and 3 were treated as invalid under section 188 of the Companies Act, 2013.

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	2182265	13	2182278	100	0	Passed as an Ordinary Resolution
2.	2182265	13	2182278	100	0	Passed as an Ordinary Resolution
3.	2182265	13	2182278	100	0	Passed as an Ordinary Resolution
* percentage rounded off						

Since the requisite no. of votes cast in favour exceeded the no. of votes cast against in respect of resolutions in S No 1 to 3, we hereby report that the above resolutions were passed with requisite majority.

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

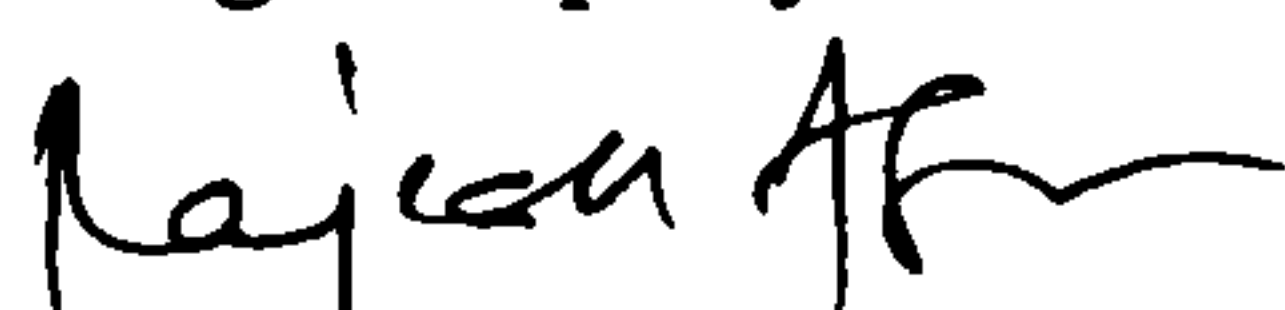
5. The data sheet relating to e-voting and other related papers/registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the company, once the Minutes are approved and signed.

Thanking You,

Yours faithfully,

For M/s. RAJESH AGRAWAL & ASSOCIATES

Practicing Company Secretaries


RAJESH KUMAR AGRAWAL
 Membership no.:-FCS 5158
 CP NO. 11323

