

Date: - 25.09.2017

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

Dear Sir,

Sub: - Outcome of voting Results of 36th Annual General Meeting of OTCO International Limited

ISIN No. INE910B01010

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 36th Annual General Meeting (AGM) of the members of the company held on Saturday, September 23, 2017, in the prescribed format.

Thanking You,

Yours Faithfully,

For OTCO International Limited.

Deepak Kumar Dash

Deepak Kumar Dash

Company Secretary & Compliance Officer



OUTCOME OF VOTING FOR 36TH ANNUAL GENERAL MEETING ENDED ON 23.09.2017

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

36th Annual General Meeting was held on 23.09.2017. Evoting started at 9.00A.M. on 20.09.2017 and ended at 5.00P.M. on 22.09.2017 . 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

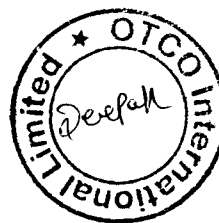
Voting Results of 36th Annual General Meeting

Date of the AGM		23rd September 2017						
Total number of shareholders on Cut Off date (i.e., 15.09.2017)		864						
No. of shareholders present in the meeting either in person or through proxy:		42						
Promoters and promoters group :		1						
Public :		41						
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 20th September 2017 to 22nd September 2017. 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 2017.								
							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	1362223	1362223	100.00	1362223	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		1362223	1362223	100.00	1362223	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



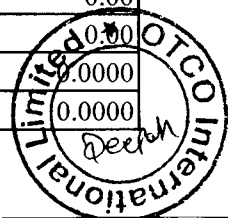
Public- Non Institutions	E-voting	1231401	843453	68.50	843453	0	100.00	0.00
	Poll		46	0.00	46	0	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total	1231401	843499	68.50	843499	0	100.0000	0.0000
Total		2593624	2205722	85.04	2205722	0	100.0000	0.0000

Resolution 2 - Appointment of Mr. Shaine Sunny Mundaplakkal 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	1362223	1362223	100.00	1362223	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	1362223	1362223	100.00	1362223	0	100.00	0.00
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	0.00
Public-Non Institutions	E-voting	1231401	843453	68.50	843453	0	100.00	0.00
	Poll		46	0.00	46	0	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total	1231401	843499	68.50	843499	0	100.0000	0.0000
Total		2593624	2205722	85.04	2205722	0	100.0000	0.0000



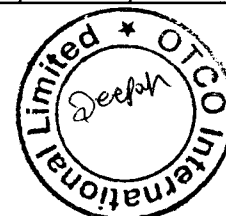
Resolution 3 - Appointment of Auditors - Appointment of auditors.								
Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/ resolution?							No	
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled 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	1362223	1362223	100.00	1362223	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		1362223	1362223	100.00	1362223	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	1231401	843453	68.50	843453	0	100.00	0.00
	Poll		46	0.00	46	0	0.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total		1231401	843499	68.50	843499	0	100.0000
Total		2593624	2205722	85.04	2205722	0	100.0000	0.0000

Resolution 4 - Appointment of Mr. Balakrishnan Ramasubramanian as Independent Director								
Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/ resolution?							No	
Category	Mode of voting	Shares	votes	Polled on	Votes -	Votes -	favour on	against on
Promoter and Promoter Group	E-voting	1362223	1362223	100.00	1362223	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	(if Applicable)		0	0.00	0	0	0.00	0.00
	Total		1362223	1362223	100.00	1362223	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
	(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	1231401	843453	68.50	843453	0	100.00	0.00
	Poll		56	0.00	56	0	0.00	0.00
	(if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total		1231401	843509	68.50	843509	0	100.0000
Total		2593624	2205732	85.04	2205732	0	100.0000	0.0000



Resolution 5 - Undertaking new lines of business as per Memorandum & Articles of Association of the Company								
Resolution required: (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/ resolution?							No	
Category	Mode of voting	Shares	votes	Polled on	Votes -	Votes -	favour on	against on
Promoter and Promoter Group	E-voting	1362223	1362223	100.00	1362223	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	(if Applicable)		0	0.00	0	0	0.00	0.00
	Total		1362223	1362223	100.00	1362223	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
	(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	1231401	843453	68.50	843453	0	100.00	0.00
	Poll		56	0.00	56	0	0.00	0.00
	(if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total		1231401	843509	68.50	843509	0	100.0000
Total		2593624	2205732	85.04	2205732	0	100.0000	0.0000

Resolution 6 - Approval of borrowing limit								
Resolution required: (Ordinary/ Special)							Special	
Whether promoter/ promoter group are interested in the agenda/ resolution?							No	
Category	Mode of voting	Shares	votes	Polled on	Votes -	Votes -	favour on	against on
Promoter and Promoter Group	E-voting	1362223	1362223	100.00	1362223	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	(if Applicable)		0	0.00	0	0	0.00	0.00
	Total		1362223	1362223	100.00	1362223	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
	(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	1231401	843453	68.50	843453	0	100.00	0.00
	Poll		56	0.00	56	0	0.00	0.00
	(if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total		1231401	843509	68.50	843509	0	100.0000
Total		2593624	2205732	85.04	2205732	0	100.0000	0.0000



As per the Scrutinizer's Report on e-voting and Poll on item No.1 to Item No.6 of the Notice of 36th Annual General Meeting, all resolutions are passed with requisite majority.

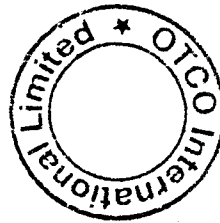
Percentage rounded off in scrutinizers report.

For OTCO INTERNATIONAL LIMITED

Deepak Kumar Dash

Deepak Kumar Dash

Company Secretary and Compliance Officer





Rajesh Agrawal & Associates

Practicing Company Secretaries

2nd Floor, Kwaliti Cables Building, 4th Main, Konena Agrahara,
Behind Syndicate Bank, HAL Airport Road, 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:-23.09.2017

The Chairman,

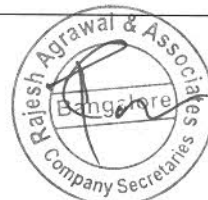
Of the 36th Annual General Meeting of the Equity Shareholders of **M/S. OTCO INTERNATIONAL LIMITED**, held on 23rd September,2017 at 11.00 A.M. at MEWS Ladies Club, No. 37, Bhooma, 17th Cross , 4th & 6th main, Malleswaram, Bengaluru – 560055, Karnataka

Sub:- Ordinary & Special 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 24.07.2017 for the purpose of remote e-voting and through ballot, at Annual General Meeting of Equity shareholders of **OTCO INTERNATIONAL LIMITED on 23rd September,2017 at MEWS Ladies Club, No.37, Bhooma, 17th Cross, 4th & 6th Main, Malleswaram, Bengaluru- 560055, Karnataka at 11.00 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 11 th of August 2017, and to the other shareholders by registered post on the 10 th of August, 2017, 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 17.08.2017 and a vernacular news Letter " Kannada-VarthaBharthi" on the same date.
c.	The remote e-voting period commenced on September 20, 2017 at 09:00 A.M. and ended on the close of September 22, 2017 at 05:00 P.M.
d.	The Members holding shares as on September 15, 2017, "cut-off date", were entitled to vote on the resolutions stated in the notice of the 36 th AGM. There were 864 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 22, 2017 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 23, 2017.

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, 2017 and the Reports of the Directors and Auditors thereon.	Ordinary
2.	To appoint a director in place of Mr. Shaine Sunny Mundaplakkal (holding DIN 06429415) as Director of the Company who retires by rotation and offers himself for reappointment.	Ordinary
3.	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
4.	To consider appointment of Mr. Balakrishnan Ramasubramanian as an Independent Director	Ordinary
5.	To consider undertaking new lines of business as per Memorandum & Articles of Association of the Company	Special
6.	To consider approval of borrowing limits for the purpose of business as proposed under Resolution No-5	Special

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.	30	0	2205722	0
2.	30	0	2205722	0
3.	30	0	2205722	0
4.	31	0	2205732	0
5.	31	0	2205732	0
6.	31	0	2205732	0

None of the vote cast physically on the resolution no. 1 to 6 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	2205722	0	2205722	100	0	Passed as an Ordinary Resolution
2.	2205722	0	2205722	100	0	Passed as an Ordinary Resolution
3.	2205722	0	2205722	100	0	Passed as an Ordinary Resolution
4.	2205732	0	2205732	100	0	Passed as an Ordinary Resolution
5.	2205732	0	2205732	100	0	Passed as a Special Resolution
6.	2205732	0	2205732	100	0	Passed as a Special 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 6, we hereby report that the above resolutions were passed with requisite majority.

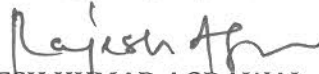
4.The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Directors authorized by the Board for safe keeping.

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

