

Date: - 24.09.2018

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

Dear Sir,

Sub: - Outcome of voting Results of 37th 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 37th Annual General Meeting of the members of the company held on Saturday, September 22, 2018, in the prescribed format.

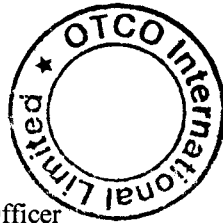
Thanking You,

Yours Faithfully,

For OTCO International Limited.

Deepak Kumar Dash
Deepak Kumar Dash

Company Secretary & Compliance Officer



OUTCOME OF VOTING FOR 37TH ANNUAL GENERAL MEETING HELD ON 22.09.2018
[As per Reg 44 of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)]

The 37th Annual General Meeting was held on 22.09.2018. Evoting started at 9.00A.M. on 19.09.2018 and ended at 5.00P.M. on 21.09.2018 . 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 37th Annual General Meeting

Date of the AGM		22nd September 2018						
Total number of shareholders on Cut Off date (i.e., 14.09.2018)		844						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and promoters group :		1						
Public :		30						
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 19th September 2018 to 21st September 2018. 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 2018.								
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	1634921	48.89	1634921	0	100.00	0.00
	Poll		7440	0.22	7440	0	100.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0.00	0.00	
	Total		3344035	1642361	49.11	1642361	0	100.0000
Total		12968120	11266446	86.88	11266446	0	100.0000	0.0000

Resolution 2 - Appointment of Mr. Arun Dash, as an 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	1634921	48.89	1634921	0	100.00	0.00
	Poll		7440	0.22	7440	0.00	100.00	0.00
	Postal Ballot (if Applicable)		0	0.00		0.00	0.00	0.00
	Total		3344035	1642361	48.89	1642361	0	100.0000
Total		12968120	11266446	86.88	11266446	0	100.0000	0.0000



Resolution 3 - Appointment of Ms. Bagyalakshmi Tirumalai, as a 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	1634921	48.89	1634921	0	100.00	0.00
	Poll		7440	0.22	7440	0	100.00	0.00
	Postal Ballot (if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total		3344035	1642361	49.11	1642361	0	100.0000
Total		12968120	11266446	86.88	11266446	0	100.0000	0.0000

Resolution 4 - 4. Appointment of Ms. Bagyalakshmi Tirumalai, as a 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)	Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	favour on votes polled (6)=[(4)/(2)]*100	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
	(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
	(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	1634921	48.89	1634921	0	100.00	0.00
	Poll		7440	0.22	7440	0	100.00	0.00
	(if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total		3344035	1642361	49.11	1642361	0	100.0000
Total		12968120	11266446	86.88	11266446	0	100.0000	0.0000

Resolution 5 - Re-appointment of Mr. Subrahmaniya Sivam Ramamurthy, as an Independent Director of the company	
Resolution required: (Ordinary/ Special)	Special
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)	Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	favour on votes polled (6)=[(4)/(2)]*100	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
	(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
	(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	1634921	48.89	1634921	0	100.00	0.00
	Poll		7440	0.22	7440	0	100.00	0.00
	(if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total		3344035	1642361	49.11	1642361	0	100.0000
Total		12968120	11266446	86.88	11266446	0	100.0000	0.0000

Resolution 6 - Consider and determine the fees for delivery of any document through a particular mode of delivery to a member

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)	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
	(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
	(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	1634921	48.89	1634921	0	100.00	0.00
	Poll		7440	0.22	7440	0	100.00	0.00
	(if Applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total		3344035	1642361	49.11	1642361	0	100.0000
Total		12968120	11266446	86.88	11266446	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 37th Annual General Meeting, all resolutions are passed with requisite majority.

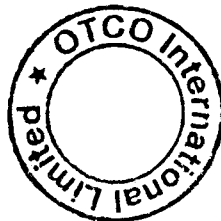
Percentage rounded off in scrutinizers report.

For OTCO INTERNATIONAL LIMITED

Deepak Kumar Dash

Deepak Kumar Dash

Company Secretary and Compliance Officer





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]

Date: -22.09.2018

TO
The Chairman,
of the 37th Annual General Meeting of the Equity Shareholders of **M/S. OTCO INTERNATIONAL LIMITED**, held on 22nd September, 2018 at 10.45 A.M. at MEWS Ladies Club, No.37, BHOOMA, 17th Cross, 4th & 6th Main, Malleswaram, Bengaluru - 560 055, Karnataka.

Sub: - Voting at Annual General Meeting - Ordinary & special resolution(s) under different provisions of the Companies Act, 2013 read with Rules made there under-Voting through electronic means 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,

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 July, 2018 for the purpose of voting through remote e-voting and ballot, at the Annual General Meeting of the Company, **OTCO INTERNATIONAL LIMITED**, held on 22nd September, 2018 at MEWS Ladies Club, No.37, BHOOMA, 17th Cross, 4th & 6th Main, Malleswaram, Bengaluru - 560 055, Karnataka at 10.45 A.M. On the below mentioned resolutions, we 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 22 nd August 2018, and to the other shareholders by registered post on the 20 th 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 24.08.2018 and a vernacular news Letter " Kannada-Vartha Bharthi" on the same date.
c.	The remote e-voting period commenced on September 19, 2018 at 09:00 A.M. and ended on the close of September 21, 2018 at 05:00 P.M.
d.	The Members holding shares as on September 14, 2018, "cut-off date", were entitled to vote on the resolutions stated in the notice of the 37 th AGM. There were 844 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 21, 2018 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 22, 2018.

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 the ballot box kept at convenient place 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;

SL. No.	Resolutions	Nature of resolutions
1.	To receive, consider and adopt the audited financial statements for the financial year ended 31 st March, 2018 and the Reports of the directors and auditors thereon.	Ordinary
2.	To consider appointment of Mr. Arun Dash, as an Independent Director of the company.	Ordinary
3.	To consider appointment of Ms. Bagyalakshmi Tirumalai, as a Director of the company.	Ordinary
4.	To consider appointment of Ms. Bagyalakshmi Tirumalai, as Whole time Director of the company.	Ordinary
5.	To consider re-appointment of Mr. Subrahmaniya Sivam	Special



	Ramamurthy, as an Independent Director of the Company.	
6.	To consider and determine the fees for delivery of any document through a particular mode of delivery to a member.	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 existing 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.

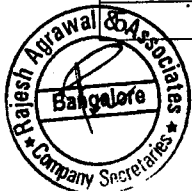
The results of the remote e-voting by electronic means and ballot voting are as follows:

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	34	0	11266446	0
2.	34	0	11266446	0
3.	34	0	11266446	0
4.	34	0	11266446	0
5.	34	0	11266446	0
6.	34	0	11266446	0

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						
Resolutions Sl. No.	No of Votes Cast in Favour	No of Votes Cast in Against	Total Number of valid Votes.	Assent (%)	Dissent (%)	Passed with requisite majority/Not Passed
1	11266446	0	11266446	100	0	Passed as an Ordinary resolution
2.	11266446	0	11266446	100	0	Passed as an Ordinary resolution.
3.	11266446	0	11266446	100	0	Passed as an Ordinary resolution.
4.	11266446	0	11266446	100	0	Passed as an Ordinary resolution.
	11266446	0	11266446	100	0	Passed as a special



						resolution.
6.	11266446	0	11266446	100	0	Passed as an Ordinary resolution.

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 of the Company 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 Agrawal

RAJESH KUMAR AGRAWAL
Membership No.: -FCS-5158
CP No.11323

