

Date: 19.08.2024

BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Dear Sirs,

Sub: - Notice of 43rd Annual General Meeting

Ref: ISIN – INE910B01028, Scrip Code: 523151

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we enclose herewith a copy of the Notice of the 43rd Annual General Meeting of the Company.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For Ootco International Limited

Raj Kishor Chourasia
Company Secretary & Compliance Officer

OTCO

Evolving With Passion

OTCO INTERNATIONAL LIMITED

Registered office: - Ground Floor, P-41, 9A Main, LIC Colony, Jeevanbhima Nagar,
HAL 3rd Stage, New Thippasandra, Bangalore-560075, Karnataka, India
Website:-www.otco.in, Email:-info@otco.in
CIN: - L17114KA2001PLC028611

Notice

Notice is hereby given that the 43rd Annual General Meeting of the members of OTCO INTERNATIONAL LIMITED will be held on Thursday, the 12th Day of September, 2024 at 11.00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements.
To receive, consider and adopt the audited financial statements for the Financial Year ended 31st March, 2024 and the Reports of the Directors and Auditors thereon.
2. Appointment of Sailesh K R (DIN: 03617043), as a Director liable to retire by rotation.
To appoint a Director in place of Sailesh K R (DIN: 03617043) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider appointment of Pradeep Kumar Panda (DIN: 00081955) as Director and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be in force from time to time, who was appointed by the Board of Directors at its meeting held on 12th August 2024, as an Additional Director of the Company and in respect of whom the Company has received a recommendation from Nomination and Remuneration Committee proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and / or Mr. Raj Kishor Chourasia, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

4. To consider appointment of Pradeep Kumar Panda (DIN: 00081955) as an Executive Director and if thought fit, to pass the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the member(s) of the Company be and is hereby accorded to the appointment of Mr. Pradeep Kumar Panda (DIN: 00081955) as an Executive Director, of the Company, w.e.f. 12th August, 2024, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto and subject to his getting elected as a Director every time his appointment comes for election.

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted/to be constituted by the Board) be and is hereby authorized to vary, alter, enhance, or widen the scope of remuneration (including Fixed Salary, Incentives & Increments thereto and retirement benefits) payable to Mr. Pradeep Kumar Panda during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such increase shall not exceed any amount permitted to be paid to Mr. Pradeep Kumar Panda under applicable law without obtaining requisite approvals.

“RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Mr. Pradeep Kumar Panda as Executive Director of the Company, the Company has no profits or its profits are inadequate, he will be paid current remuneration (including Fixed Salary, Incentives & Increments thereto and retirement benefits) as minimum remuneration subject to necessary approvals and compliances as per the applicable provisions of the Act.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Directors and/or Company Secretary be and are hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

5. To appoint Mr. Shaine Mundaplakkal Sunny (DIN; 06429415) as a Director of the Company and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Shaine Mundaplakkal Sunny (DIN: 06429415), who was appointed by the board of Directors as an Additional Director under the category of Non-Executive Independent Director of the Company with effect from 12th August, 2024 and who holds office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 signifying his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Mr. Raj Kishor Chourasia, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

6. To appoint Mr. Shaine Mundaplakkal Sunny (DIN: 06429415) as an Independent Director and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shaine Mundaplakkal Sunny (DIN; 06429415), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12.08.2024 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013 and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is, up to 11th August, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Mr. Raj Kishor Chourasia, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Place: Bangalore
Date: 12.08.2024

By order of the Board of Directors
For OTCO International Limited
Sd/-
Raj Kishor Chourasia
Company Secretary & Compliance Officer

Notes:

1. The Company has chosen to conduct this Annual General Meeting through Video Conferencing (VC), in accordance with MCA General Circular No. 09/2023 dt.25.09.2023, issued by Ministry of Corporate Affairs, Government of India and Circular No: SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated 7th October, 2023, issued by Securities and Exchange Board of India (SEBI) and such other instructions that may be issued by Statutory Authorities.
2. The Company would be providing the CDSL system for the members to cast their vote through remote e-voting and participate in the Annual General Meeting through Video Conferencing (VC).
3. Proxy form is not being sent to shareholders, as the meeting is being conducted through Video Conference/Other Audio Visual Means (VC).
4. The Company is also releasing a Public Notice by way of advertisement being published in English in Financial Express (All editions) and in Kannada in Vartha Bharathi (All editions), containing the following information:
 - * Convening of Annual General Meeting through Video Conference/Other Audio Visual Means (VC) in compliance with applicable provisions of the Act.
 - * Date and Time of the Annual General Meeting.
 - * Availability of Notice of the Meeting on the website of the Company and the Stock Exchanges, viz. BSE Limited, where the Company's shares are listed and at <https://www.evotingindia.com>
 - * Reference to the link of the Company's website, providing access to the full annual report.
 - * Requesting the members who have not registered their e-mail addresses with the Company, to get the same registered with the Company.
5. The cut-off date will be 05.09.2024, for determining the eligibility to vote by remote e-voting or during the Annual General Meeting.
6. Despatching of physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), has been dispensed with. Such statements are being sent only by email to the members and to all other persons so entitled. The Annual Report will also be made available on the Company's Website - www.otco.in and at the websites of the BSE Limited where the Company's shares are listed and CDSL's e-voting portal at <https://www.evotingindia.com>
7. Voting through electronic means :
 - A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,[LODR] the Company is providing members remote e-voting facility to exercise their right to vote at the 43rd Annual General Meeting (AGM) and the business may be transacted through such voting, through e-voting services provided by Central Depository Services (India) Limited (CDSL).

- B. The facility for remote e-voting shall remain open from 9.00 AM on Monday, the 9th September, 2024 to 5.00 PM Wednesday, 11th September, 2024. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, viz. 5th September, 2024, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on 11th September, 2024.
- C. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants (DP). Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
8. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the 43rd AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Company's Registrar and Share Transfer Agents/Depository Participants(s). Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.otco.in, websites of BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting facility during the AGM) i.e. www.evotingindia.com.
9. Since the 43rd AGM is being held pursuant to the MCA and SEBI Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the Proxy Form and Attendance Slip including route map are not annexed to this Notice
10. Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members holding shares in electronic mode who have not got their e-mail addresses updated with the DP are requested to update their e-mail address and any changes therein. Members holding shares in physical mode are requested to update their e-mail address/mobile number, quoting their folio number, to our Registrar and Share Transfer Agent, viz M/s Integrated Registry Management Services Private Limited or by mail irg@integratedindia.in.
11. As per Regulation 40 of SEBI LODR, securities of listed Companies can be transferred only in dematerialized form with effect from, April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for any assistance in this regard.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, permanent account number(pan), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP's in case the shares are held by them in electronic form and to RTA/Company in case the shares are held by them in physical form. The said changes related to physical shares to be intimated in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said forms can be downloaded from the Company's website www.otco.in.

Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA/Company in case the shares are held in physical form.

13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate ;endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA/Company in case the shares are held in physical form. It may be noted that any service request can be processed only after the folio is in KYC Compliant.

14. In accordance with Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said form can be downloaded from the Company's website www.otco.in. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA/Company in case the shares are held in physical form.

15. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 6th September, 2024 to Thursday, 12th September, 2024 (both days inclusive).

16. The Company is also releasing a public notice by way of advertisement being published in English in Financial Express and in vernacular language in Vartha Bharathi (Kannada), containing the following information:

- a. Convening of AGM through VC in compliance with applicable provisions of the Act.
- b. Date and Time of the AGM.
- c. Availability of notice of the Meeting on the website of the Company and the Stock Exchanges, viz. BSE where the Company's shares are listed and at <https://www.evotingindia.com>
- d. Requesting the Members who have not registered their e-mail addresses with the Company, to get the same registered with the RTA. Members are requested to register their email addresses with their DP in case the shares are held in dematerialized form.
- e. Reference to the link of the Company's website, providing access to the full annual report.

17. The cut-off date will be Thursday, 5th September, 2024 for determining the eligibility to vote by remote e- voting or in the AGM.

18. Instructions on attending the Annual General Meeting as per MCA and SEBI, Rules, Regulations and Circulars

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The

forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.otco.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the

Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins at 9.00 AM on Monday, the 9th September, 2024 to 5.00 PM Wednesday, 11th September, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 5th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@otco.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

19. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 5th September, 2024 may obtain the login ID and password by following the procedure mentioned above as the case may be.

20. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date.

21. Mr. Rajesh Kumar Agrawal, Proprietor, M/s. Rajesh Agrawal & Associates, Bengaluru has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

22. The scrutiniser shall, immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through e-voting in the presence of atleast two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.

23. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.otco.in and on the website of CDSL immediately after the declaration of results by

the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited.

24. With effect from 1st April 2024, SEBI had directed that the shareholders, who hold shares in physical form and have not updated their PAN or Choice of Nomination or Postal Address with PINCODE or Mobile Number or Bank Account details or Specimen Signature shall be eligible to get dividend only in electronic mode. Further, such shareholders who have not updated their details as requested by the company in earlier communications are requested to update the same immediately. If the shareholder updates the above said details he would receive all the dividends in electronic mode, after carrying out such updation.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**ITEM NO.3 & 4**

The Board of Directors, at its meeting held on 12th August, 2024 appointed Mr. Pradeep Kumar Panda (DIN: 00081955) as an Additional Director of the Company. In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company recommended to the Board of the Directors, the appointment of the Director. This appointment is made under Section 161(1) of the Companies Act, 2013, which provides that the Board of Directors may appoint an Additional Director, who shall hold office till the conclusion of ensuing Annual General Meeting.

Mr. Pradeep Kumar Panda the promoter of the Company and has significantly contributed to the Company's development. The Board is confident that Mr. Pradeep Kumar Panda's extensive experience and insight will be beneficial for the Company's growth and strategic direction.

Under Section 152 of the Companies Act, 2013, a Director appointed as an Additional Director by the Board must be confirmed by the shareholders at the next AGM. Therefore, the resolution to confirm Pradeep Kumar Panda as a Director is being presented to the shareholders for their approval. Further Board recommends his appointment for a term of five years till 11th August, 2029.

Except Mr. Pradeep Kumar Panda (DIN: 00081955), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 & 4 of the Notice.

In the opinion of the Board and as recommended by the Nomination and Remuneration Committee in their meeting held on 12.08.2024, Mr. Pradeep Kumar Panda (DIN: 00081955) fulfils the conditions for appointment as Director specified in the Companies Act, 2013.

The term and conditions for appointment of Mr. Pradeep Kumar Panda are as below:

Term of Appointment: - 5 years with effect from 12th August 2024.

Overall Remuneration:

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit prescribed from time to time under Section 197, 198 and all other applicable provisions of the Companies Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modifications or re-enactment thereof for the time being in force or otherwise as may be permissible by law.

Minimum Remuneration:

Where in any financial year, the Company has no profits or its profits are inadequate, appointee shall be entitled to above remuneration as minimum remuneration subject to compliance of Schedule V of the said Act and if necessary, with the approval of the Central Government.

Other Terms:

- a. The Executive Director, subject to the superintendence, control and direction of the Board of Directors of the Company, shall conduct and manage the business and affairs of the Company, except in the matters which may be specifically required to be done by the Board either by the Companies Act, 2013 or by the Articles of Association of the Company.
- b. The Executive Director shall also exercise and perform such powers and duties as the Board of Directors of the Company may from time to time determine and shall also do and perform all other acts and things which in the ordinary course of business may be considered necessary or proper in the interest of the Company.
- c. The Executive Director shall, unless prevented by ill health or disability throughout the said term, devote adequate time, attention and abilities to the business of the company.
- d. The Executive Director shall not be paid any sitting fee for attending the meeting of the Board of Directors or committee thereof from the date of his appointment.
- e. The agreement may be terminated by either party by giving to the other party two months' notice of such termination.
- f. The Executive Director shall keep the secrets of the Company to himself and shall not divulge or disclose to anybody.

The Board recommends the resolution for approval by the shareholders.

ITEM NO.5 & 6

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Mr. Shaine Mundaplakkal Sunny (DIN; 06429415) as an Additional Director of the Company with effect from 12th August, 2024 in the category of a Non-Executive and Independent Director, not liable to retire by rotation. In accordance with Section 161(1) of the Companies Act, 2013, Mr. Shaine Mundaplakkal Sunny (DIN; 06429415) holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 signifying its intention to propose the candidature of Mr. Shaine Mundaplakkal Sunny (DIN; 06429415) as a Director of the Company.

Further in the same Board Meeting held on 12th August, 2024, the Board of Directors has appointed Mr. Shaine Mundaplakkal Sunny (DIN; 06429415) as the Independent Director of the Company for a period of 5 years commencing from 12th August, 2024 to 11th August, 2029 subject to the approval of shareholders as per the applicable provision and regulation. Mr. Shaine Mundaplakkal Sunny (DIN; 06429415) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Mr. Shaine Mundaplakkal Sunny (DIN; 06429415), is having more than 10 years of experience in Information Technology, Administration and Business Development.

Relevant details relating to appointment of Shaine Mundaplakkal Sunny (DIN; 06429415) as required by the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 are provided as an Annexure to this Notice.

Except Mr Shaine Mundaplakkal Sunny (DIN; 06429415), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 5 & 6 of the Notice.

Place: Chennai
Date: 12.08.2024

By order of the Board of Directors
For OtcO International Limited
Sd/-
Raj Kishor Chourasia
Company Secretary & Compliance Officer

ANNEXURE TO THE NOTICE

Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting

Particulars	Mr. Sailesh Krishnanivas Rajamohan Nair	Mr. Pradeep Kumar Panda	Mr. Shaine Mundaplakkal Sunny
Date of Birth	05.02.1967	01.01.1969	03.07.1989
Date of Appointment	03.06.2023	12.08.2024	12.08.2024
DIN	03617043	0081955	06429415
Qualifications	BE (Electrical)	M SC, M COM, MBA, LLB, FCS, PHD	B.Tech
Expertise in specific functional Areas	Marketing & Business Development	corporate restructuring, corporate consulting	IT, Administration & Business Development
Name of the other Companies in which holds Directorship	NIL	Kalladikode Agricom Private Limited, Delta Legal Services Private Limited, Delta Corporate Services Private Limited, Satyabhama Foundation	NIL
Name of Committee of the other Companies in which holds Membership/ Chairmanship	NIL	NIL	NIL
Number of shares held in the Company [in his own name or on behalf of other person on beneficial basis	NIL	96,24,085	NIL
Relationship with Other Director(s)	None	None	None