OTCO

Evolving With Passion

OTCO INTERNATIONAL LIMITED
Regd. & Head Office: P-41, 9A Main, LIC colony,
Jeevanbhima Nagar, HAL 3rd Stage, New
Thippasandra, Bangalore-560075,
Karnataka, India.
Tel: + 91-9789053807
Email: info@otco.in
Website: www.otco.in
CIN: L17114KA2001PLC028611

Date: 19.08.2026

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

Dear Sirs,

<u>Sub: - Notice of 45th Annual General Meeting</u>

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 45th Annual General Meeting of the Company.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For Otco International Limited

Madhusmita Panda

Digitally signed by Madhusmita Panda
DN: c=IN, o=Personal, title=6372,
pseudonym=xqe15ct0hd9a4g8m3fsio2b6rz7wnylk,
2.5.4.20=2bbbe0b4ba1a49bde5a4f60ce202a1e8333e918217cf1bc72eb6fda107dc51e4,
postalCode=600030, st=Tamil Nadu,
serialNumber=0c0f8045b581cfbce5a1dd227020d02bc98f1c4c1dc561ba4c14ad0adb324c2d,
cn=Madhusmita Panda
Date: 2026.08.19 15:21:05 +05'30'

Madhusmita Panda
Company Secretary & Compliance Officer

OTCO International Limited

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 45th Annual General Meeting of the members of OTCO INTERNATIONAL LIMITED will be held on Thursday, the 17th Day of September, 2026 at 11.00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31st, 2026, the Statement of Profit & Loss and Cash Flow Statement, for the year ended 31st March, 2026 together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.

2. To appoint a director in place of Mrs. Bagyalakshmi Thirumalai (DIN: 08186335) who retires by rotation and being eligible, offers herself for re-appointment. (Brief Profile: ***Annexure A*** to this Notice).

SPECIAL BUSINESS

3. **ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:***

"RESOLVED THAT pursuant to the provisions of sections 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, consents, permissions and sanctions as may be required from the Registrar of Companies and/or any other statutory or regulatory authority, if any the consent and approval of the members of the Company be and is hereby accorded to alter the Object Clause of the Memorandum of Association of the Company by substituting the existing Clause 3(a) and Clause 3(b) with the following new clauses:

3(a) Main Objects:

1. To develop, own, operate, manage, license and commercialise technology-enabled platforms, software applications, digital marketplaces, online portals and technology solutions for facilitating mobility, transportation, vehicle aggregation, fleet management, e-commerce, business-to-business (B2B), business-to-consumer (B2C) and consumer-to-consumer (C2C) transactions, and to act as an aggregator, facilitator, consultant, agent and service provider in relation thereto; and to undertake research, design, development, manufacture, integration, testing, deployment, maintenance, licensing and commercialisation of software, hardware, artificial intelligence, machine learning, Internet of Things (IoT), robotics, automation, cybersecurity, electronics, communication technologies, data analytics and other emerging and advanced technologies.

2. To carry on the business of researching, developing, manufacturing, processing, formulating, producing, importing, exporting, purchasing, selling, distributing, marketing, supplying, trading and otherwise dealing in all kinds of pharmaceutical, medicinal, therapeutic, biological, biotechnological, nutraceutical, healthcare and allied products, including active pharmaceutical ingredients (APIs), intermediates, bulk drugs, formulations, generic and specialty medicines, vaccines, veterinary products and other healthcare products, and to establish, acquire, develop, operate and maintain pharmaceutical manufacturing facilities, research and development centres, laboratories and testing facilities and undertake contract research, contract development and manufacturing and other allied activities, subject to applicable laws, licences, approvals and regulatory requirements.

3. To carry on the business of acquiring, purchasing, taking on lease, license or otherwise obtaining, developing, constructing, building, owning, operating, managing, leasing, licensing, selling, transferring and otherwise dealing in residential, commercial, industrial, institutional, agricultural and other real estate properties and projects, including land, plots, buildings, apartments, offices, warehouses, farms, plantations, orchards and other immovable properties, and to undertake agriculture, farming, horticulture, cultivation, plantation, organic farming and allied activities and to produce, process, store, market, distribute, import, export, purchase, sell and otherwise deal in agricultural and horticultural produce, subject to applicable laws.

4. To develop, establish, acquire, design, construct, own, operate, maintain and manage renewable and clean energy projects including solar, wind, hybrid energy systems, battery energy storage systems, green energy projects and other clean energy initiatives, and to generate, transmit, distribute, purchase, sell, exchange, trade and deal in electricity, power and other forms of energy and related products, services, environmental attributes, renewable energy certificates and carbon credits, subject to applicable laws and to carry on the business of engineering, procurement, construction (EPC), turnkey projects, consultancy, project management, operation and maintenance services in relation to power generation, transmission, distribution, substations, electrical installations, renewable energy, industrial and electrical infrastructure projects and other allied infrastructure, and to undertake modernization, renovation, refurbishment, testing, certification, training, automation and digital transformation projects in India and abroad.

5. To carry on the business of research, design, development, manufacture, assembly, integration, modernization, maintenance, repair, import, export, supply, trading and dealing in defence, aerospace, homeland security and strategic technologies, products, systems and services, including defence electronics, military hardware and software, drones, unmanned systems, surveillance and reconnaissance systems, secure communication systems, avionics, radar, navigation, command and control systems, simulation systems, cyber defence systems and allied equipment, and to undertake research and development, system integration, consultancy, engineering and technical services in connection therewith, subject to applicable laws and requisite governmental approvals and to undertake, promote, establish, acquire and operate research and

development, innovation, testing, prototyping and technology development centres and laboratories, and to conduct research, design, development, engineering, testing, certification, consultancy, technical advisory, project management, system integration, training, operation and maintenance activities in the fields of renewable energy, power, electrical and industrial infrastructure, digital technologies, artificial intelligence, robotics, automation, electronics, cybersecurity, defence, aerospace, mobility and other emerging technologies; and to develop, acquire, own, protect, license, transfer, commercialise and otherwise deal in patents, copyrights, trademarks, designs, know-how, technology and other intellectual property rights, in India and abroad, subject to applicable laws.

"3(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:

1. To acquire, purchase, take on lease, hire, exchange, license, develop, construct, erect, maintain, alter, improve, equip, manage, sell, transfer or otherwise deal with lands, buildings, offices, warehouses, workshops, plants, machinery, vehicles, equipment, tools, furniture, fixtures and other movable and immovable properties required for the business of the Company.

2. To recruit, appoint, employ, train, develop, engage, contract, retain and remunerate personnel, consultants, advisors, technicians, engineers, managers, security personnel, operators, administrative staff, professionals and other employees necessary for carrying on the business of the Company.

3. To establish, maintain, operate and manage offices, branches, depots, training centers, service centers, control rooms, data centers and other establishments in India and abroad for the efficient conduct of the Company's business.

4. To enter into agreements, contracts, joint ventures, strategic alliances, consortium arrangements, public-private partnerships, franchises, agency arrangements, technical collaborations and other business arrangements with any individual, firm, company, government authority, institution or organization.

5. To apply for, obtain, purchase, acquire, register, lease, license, protect, renew, use, sell, assign or otherwise deal with patents, trademarks, copyrights, designs, trade names, software, know-how, technical information, intellectual property rights and proprietary rights.

6. To purchase, lease, hire, maintain, operate and manage vehicles, fleets, communication systems, surveillance equipment, security systems, machinery, computers, hardware, software, networking equipment and other assets necessary for the Company's operations.

7. To undertake research, development, testing, innovation, digitization, automation and technological advancement in relation to the Company's businesses and services.

8. To establish and maintain training institutes, skill development centers and educational facilities for imparting training, certification and professional development to employees, workers and other persons.

9. To borrow, raise, secure or receive money or financial assistance from banks, financial institutions, government agencies, investors or other persons and to secure repayment thereof by mortgage, charge, hypothecation, lien or other securities over the assets of the Company.

10. To open, operate and maintain bank accounts of all kinds and to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, hundis, debentures and other negotiable or transferable instruments.

11. To invest and deal with the surplus funds of the Company in such manner as may be considered expedient and in accordance with applicable laws.

12. To apply for, obtain, renew and maintain all approvals, licenses, permits, registrations, certifications, accreditations and permissions required for carrying on the business of the Company.

13. To participate in tenders, bids, auctions, requests for proposals and procurement processes of government departments, public sector undertakings, local authorities, statutory bodies and private entities.

14. To act as contractors, subcontractors, consultants, advisors, service providers, operators, agents, representatives, franchisees or concessionaires in relation to the business activities of the Company.

15. To import, export, purchase, sell, manufacture, assemble, distribute, install, maintain and otherwise deal in materials, equipment, machinery, components, software and products required for the Company's business.

16. To establish, maintain and operate digital platforms, mobile applications, websites, portals, databases, cloud infrastructure and information technology systems for conducting and promoting the business of the Company.

17. To insure the assets, properties, contracts, employees, liabilities and operations of the Company against any insurable risks and to undertake risk management activities.

18. To institute, defend, compromise, settle, refer to arbitration or otherwise deal with any legal proceedings, claims, disputes or matters affecting the Company.

19. To acquire, promote, incorporate, amalgamate with, merge into, collaborate with, invest in, subscribe to or otherwise assist any company, firm, body corporate or undertaking carrying on activities similar, ancillary or conducive to the objects of the Company.

20. To undertake corporate social responsibility activities, sustainability initiatives, environmental protection measures and community development programs in accordance with applicable laws.

21. To pay all costs, charges and expenses incurred in connection with the incorporation, registration, promotion and establishment of the Company and the acquisition of any business or assets by the Company.

22. To do all such other lawful acts, deeds, matters and things as are incidental or conducive to the attainment of the above objects or any of them.

23. To establish, provide, maintain and conduct or otherwise subsidize research laboratories, training centres, workshops, schools, colleges, libraries, reading rooms and other institutions for the benefit of the employees, customers and the public and to award scholarships, grants and incentives for the promotion of education, skill development and research.

24. To undertake and execute any trusts, the undertaking of which may seem desirable and either gratuitously or otherwise.

25. To subscribe, contribute, donate or guarantee money for any charitable, benevolent, scientific, national, cultural, educational, social, public, general or useful object or purpose and to support institutions, funds and associations engaged in such activities.

26. To enter into any arrangement with any Government, State, municipal, local or other authority or any person or company that may appear conducive to the Company's objects and to obtain from any such authority any rights, privileges and concessions.

27. To establish, promote or assist in establishing or promoting and to subscribe to or otherwise assist any company, association, institution, fund or trust whose objects are wholly or partly similar to those of the Company or which may be beneficial to the Company.

28. To acquire and undertake the whole or any part of the business, property, assets and liabilities of any person, firm, body corporate or undertaking carrying on any business which the Company is authorized to carry on.

29. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the undertaking, properties, rights and assets of the Company.

30. To amalgamate, merge, enter into partnership, joint venture, collaboration or any arrangement for sharing profits, union of interests, reciprocal concessions or cooperation with any person, firm or company carrying on or engaged in any business capable of being conducted so as directly or indirectly to benefit the Company.

31. To do all such lawful acts, deeds, matters and things as are incidental, ancillary or conducive to the attainment of the foregoing objects or any of them and which are not inconsistent with the provisions of the Companies Act, 2013 or any statutory modification or re-enactment thereof."

RESOLVED FURTHER THAT any Director of the Company and/ or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities along with the Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs or such other Authority arising from or incidental to the said amendment and to delegate all or any of the powers conferred herein as they may deem fit."

4. TO INCREASE THE LIMITS OF BORROWING BY THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a ***Special Resolution****:*

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof duly constituted by the Board to exercise the powers conferred upon the Board by this

Resolution) to borrow from time to time, any sum or sums of money, which, together with the monies already borrowed by the Company, may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business, provided that the total amount so borrowed and outstanding at any time by the Company, together with its subsidiaries and/or associates taken together, shall not exceed Rs. 100 Crores (Rupees One Hundred Crores only) or such higher limit as may be prescribed under Section 180(1)(c) of the Act, whichever is higher.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of borrowing, filing of necessary forms, returns, applications and submissions under the Act to give effect to this Resolution."

5. TO SEEK APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a ***Special Resolution:***

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof duly constituted by the Board to exercise the powers conferred upon the Board by this Resolution) to sell, lease or otherwise dispose of, in any manner, including by way of mortgaging, hypothecating, pledging or creating charge, lien or encumbrance in any manner whatsoever, on all or any part of the present and future movable and/or immovable properties or assets of the Company, or the whole or substantially the whole of any undertaking(s) of the Company, of every nature and kind whatsoever (hereinafter collectively referred to as the "Assets"), and/or to create a floating charge on the Assets, in favour of banks, financial institutions, investors, debenture trustees, lenders or any other persons, for securing the borrowings availed or to be availed by the Company, together with its subsidiary(ies), from time to time, including the principal amount, interest, additional interest, costs, charges, expenses and all other monies payable in respect of such borrowings, provided that the aggregate amount of indebtedness secured by the Assets pursuant to this Resolution shall not, at any time, exceed the borrowing limits approved by the Members under Section 180(1)(c) of the Act, together with interest thereon, costs, charges, expenses and other monies payable in respect of such borrowings.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act."

6. **TO APPROVE CONSOLIDATION OF SHARE CAPITAL OF THE COMPANY i.e., FACE VALUE OF EQUITY SHARES FROM RS. 2/- EACH TO RS. 10/- EACH.**

To consider and if thought fit, to pass with or without modifications, the following resolution as ***Special Resolution:***

"RESOLVED THAT, pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Share Capital and Debentures) Rules, 2014 ("the Rules"), including any statutory modification(s) and re-enactment(s) thereof for the time being in force, and the provisions of Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations, circulars, notifications etc. issued thereunder, and subject to requisite approvals, consents and sanctions from appropriate statutory or regulatory authorities, as may be required in this regard, the consent of the members of the Company be and is hereby accorded for the consolidation of entire authorised, issued, subscribed and paid up capital of the Company, by increasing the face value of the equity shares from Rs.2/- (Rupee Two only) each to Rs. 10/- (Rupees Ten Only) each that is by consolidating every 5 (Five) equity shares with face value of Rs. 2/- (Rupee Two only) each held by a member are consolidated and re-designated into 1 (One) equity share with face value of Rs. 10/- (Rupees Ten Only) each, with such consolidated shares ranking pari-passu in all respects and carry the same rights as the existing fully paid Equity Shares of the Company and shall be entitled to dividend(s) after consolidation of equity shares, if declared/recommended by the Board and subsequently approved by the shareholders.

RESOLVED FURTHER THAT pursuant to the Consolidation of Equity Shares of the Company with effect from the record date as determined by the Board of Directors, 5 (Five) existing Equity Share of the Company of face value of Rs. 2/- (Rupee Two Only) each in the Authorised, Issued, Subscribed and Paid-up Share Capital shall stand consolidated into new 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each as follows:

Particulars	**Pre-consolidation of Equity Shares**			**Post-consolidation of Equity Shares**		
	No. of Shares	**Face Value (in Rs.)**	**Total Share Capital (in Rs.)**	**No. of Shares**	**Face Value (in Rs.)**	**Total Share Capital (in Rs.)**
Authorised Share Capital	1,50,00,000	2/-	3,00,00,000/-	30,00,000	10/-	3,00,00,000/-
Issued, Subscribed and Paid-up Share Capital	1,29,68,120	2/-	2,59,36,240/-	25,93,624	10/-	2,59,36,240/-

RESOLVED FURTHER THAT upon giving effect to the aforesaid Consolidation of Equity Shares, the existing Share Certificate(s) representing the Equity Shares of the face value of ₹2/- (Rupees Two Only) each held in physical form, if any, shall stand cancelled with effect from the Record Date and no fresh physical Share Certificate(s) shall be issued in respect of the consolidated Equity Shares, and the consolidated Equity Shares of the face value of ₹10/- (Rupees Ten Only) each, fully paid-up, pertaining to such Members shall be dematerialised and credited to a separate demat escrow account to be opened and maintained by the Company or its authorised trustee/escrow agent for this purpose, in accordance with the applicable laws, rules, regulations and procedures prescribed by the Securities and Exchange Board of India, the stock exchanges, the Depositories and other competent authorities, and such consolidated Equity Shares shall thereafter be transferred/credited to the respective demat accounts of the concerned Members upon completion of all the requisite formalities as may be required including KYC, dematerialisation and other applicable formalities by such Members, and the Board of Directors of the Company (including any Committee thereof and/or any officer(s) authorised by the Board) be and is hereby authorised to take all such steps, actions and execute all such documents, forms and applications as may be necessary or expedient to give effect to the aforesaid arrangement.

RESOLVED FURTHER THAT (i) no member shall be entitled to a fraction of an equity share as a result of implementation of this resolution for consolidation of equity shares, and the Company or Registrar shall not issue any certificate in respect of any fractional equity shares. (ii) as regards any fractions arising from consolidation of the equity shares, such fractions will be aggregated into whole equity shares ("Fractional Equity Shares") and the number of Fractional Equity Shares so arising will be held by trustee or escrow agent for the benefit of the relevant shareholders or their respective legal heirs and, such the Fractional Equity Shares may be sold by the trustee or escrow agent, within a stipulated period on any of the stock exchanges where the equity shares of the Company are listed and traded, subject to the prevailing market price and subject to applicable law, the net proceeds of the sale (after deduction of applicable expenses and taxes) of the Fractional Equity Shares shall be distributed amongst the shareholders who held such Fractional Equity Shares as on the Record Date, or their respective legal heirs, as may be determined, in proportion to their respective fractional entitlements.

RESOLVED FURTHER THAT the consolidation of equity shares be determined on the basis of those shareholders whose names appear in the Register of Members as on Record Date or such other date as may be fixed by the Board of Directors of the Company in this regard (hereinafter referred to as the "Record Date").

RESOLVED FURTHER THAT any Director of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary including appointment of any trustees or escrow agents or such other person or agencies in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution as per the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the Consolidation of the Equity Shares as aforesaid or for any matters connected therewith or incidental thereto and to file requisite form with ROC in this regard."

7. TO APPROVE ALTERATION IN THE CAPITAL CLAUSE (CLAUSE V) OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:*

"RESOLVED THAT, pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including statutory modification (s) or enactment (s) thereof, for the time being in force), subject to such approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to alter and substitute the existing clause V of the Memorandum of Association of the Company with the following new Clause V:

"V. The Authorised share capital of the company is Rs. 3,00,00,000/- [Rupees Three Crores Only] divided into 30,00,000 (Thirty Lakhs Only) Equity Shares of Rs. 10/- [Rupees Ten Only] each."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of directors be and is hereby authorised to give such directions, as may in their absolute direction deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, filings with Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and or matters connected therewith or incidental thereto expressly by the authority of this resolution."

8. TO CONSIDER AND APPROVE THE RAISING OF FUNDS BY WAY OF AN UNSECURED LOAN WITH AN OPTION TO CONVERT THE SAME INTO EQUITY SHARES:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as ***Special Resolution****:*

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules, regulations, circulars, notifications and guidelines for the time being in force, the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be required from the Members of the Company, Stock Exchanges, Securities and Exchange Board of India and other statutory or regulatory authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board) to borrow and/or avail unsecured financial assistance from M/s. Akhil Avenues Private Limited up to an aggregate outstanding amount not exceeding Rs.10,00,00,000/- (Rupees Ten Crores only), inclusive of the unsecured loan of Rs.2,00,00,000/- (Rupees Two Crores only) already availed by the Company, in one or more tranches, on such terms and conditions, including the amount, tenure, interest rate, repayment and other terms, as may be mutually agreed between the Company and the lender and as the Board may deem fit in the best interests of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company and other applicable laws, rules, regulations, circulars and guidelines (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, permissions, sanctions and consents as may be necessary from SEBI, the Stock Exchanges and other statutory or regulatory authorities, consent of the Members of the Company be and is hereby accorded to the Board to convert, at the option of M/s. Akhil Avenues Private Limited ("Lender"), the whole or part of the outstanding unsecured loan together with such interest, if any, as may be agreed under the terms of the loan agreement, into such number of fully paid-up Equity Shares or such other securities of the Company as may be permissible under applicable law, at a price determined in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI ICDR Regulations or such other applicable SEBI regulations, upon receipt of a written notice from the Lender ("Notice of Conversion"), on the following terms and conditions:

a) Upon receipt of the Notice of Conversion, the Company shall, subject to applicable laws and receipt of necessary approvals, issue and allot the requisite number of Equity Shares or such other securities as may be opted for by the Lender.
b) The Equity Shares so allotted upon conversion shall rank pari passu in all respects with the existing Equity Shares of the Company, including entitlement to dividends and other corporate benefits declared after the date of allotment.
c) The Company shall obtain all necessary approvals, including in-principle, listing and trading approvals from the Stock Exchange, and shall complete all statutory filings and compliances required under the Companies Act, 2013, the SEBI ICDR Regulations, the SEBI LODR Regulations and other applicable laws for giving effect to such conversion and allotment.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the conversion price, conversion ratio, timing of conversion, number of Equity Shares or other securities to be issued, execute the loan agreement and all deeds, documents, writings and instruments, make applications to the Stock Exchanges, SEBI, the Registrar of Companies and other authorities, obtain all approvals, and do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard without requiring any further approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept such modifications, amendments, alterations or conditions as may be required by any statutory, regulatory or governmental authority or the Stock Exchanges in connection with the aforesaid resolutions and to do all such acts, deeds and things as may be necessary or expedient to give effect to these resolutions.”

Place: Bangalore
Date: 12.08.2026

For and on behalf of the Board
Otco International Limited
Sd/-
Madhusmita Panda
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 10.09.2026, 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 44th 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 14th September, 2026 to 5.00 PM Wednesday, 16th September, 2026. 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. 10th September, 2026, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on 16th September, 2026.

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 45th AGM along with the Annual Report 2025-26 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 2025-26 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 45th 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/2021/655dated 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, 11th September, 2026 to Thursday, 17th September, 2026 (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, 10th September, 2026 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 14th September, 2026 to 5.00 PM Wednesday, 16th September, 2026. 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 10th September, 2026 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**	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 & My Easi New (Token) 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 & My Easi New (Token) 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.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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 re-directed 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 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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.

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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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)	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. • 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.

(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 info@otco.in. 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 info@otco.in. 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. 10th September, 2026 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: ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The Company intends to diversify and expand its business activities into new and emerging sectors, including Technology, Pharma, Real Estate including Agriculture, Energy and Defence and other allied businesses as more particularly set out in the proposed amended Object Clause of the Memorandum of Association.

The existing Object Clause of the Memorandum of Association does not adequately cover the proposed business activities. Accordingly, it is proposed to amend the Object Clause of the Memorandum of Association by substituting the existing Clause 3(a) (Main Objects) and Clause 3(b) (Matters which are necessary for furtherance of the Main Objects) with the revised clauses as set out in the Special Resolution. The proposed amendments as mentioned in the respective resolution will provide the Company with greater operational flexibility to pursue new business opportunities, undertake strategic investments, enter into collaborations and expand into diversified business segments, while enabling it to respond effectively to evolving market conditions.

The proposed alteration of the Memorandum of Association is in the best interests of the Company and its stakeholders and is expected to facilitate the Company's future growth strategy.

In terms of Sections 4, 13 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, alteration of the Object Clause of the Memorandum of Association requires the approval of the Members by way of a Special Resolution.

A copy of the existing Memorandum of Association together with the proposed amended Memorandum of Association will be available for inspection by the Members during business hours at the Registered Office of the Company and shall also be made available electronically for inspection by the Members up to the date of the General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No.3 of the Notice for approval by the Members.

ITEM NO. 4 & 5:

TO INCREASE THE LIMITS OF BORROWING BY THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.

AND

TO SEEK APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY

In order to support the Company's existing operations, future growth plans and expansion initiatives, including meeting capital expenditure, working capital requirements and other general corporate purposes, the Company may require additional financial resources from time to time. Accordingly, the Company proposes to raise funds by way of secured and/or unsecured borrowings from banks, financial institutions, bodies corporate or such other persons or entities as the Board may consider appropriate.

Pursuant to the provisions of Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company can exercise the power to borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business) and to create mortgage, charge, hypothecation or other security on the whole or substantially the whole of the undertaking or any of the movable and/or immovable properties of the Company only with the approval of the Members by way of a Special Resolution.

Considering the Company's present and future funding requirements, the Board is of the view that it may be necessary to enhance the borrowing powers of the Company to enable it to raise funds, as and when required, for its business operations, expansion plans and capital expenditure. The Board also considers it necessary to authorise the creation of security by way of mortgage, charge, hypothecation or other encumbrance over the movable and/or immovable assets of the Company in favour of lenders for securing such borrowings.

Accordingly, the approval of the Members is sought to authorise the Board of Directors to borrow monies, from time to time, up to an aggregate outstanding amount of Rs.25,00,00,000/- (Rupees Twenty-Five Crores only) and to create such mortgages, charges, hypothecation or other security interests on the assets of the Company, as may be necessary, for securing the aforesaid borrowings, in accordance with Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013.

The proposed limits shall apply to the borrowings and security created by the Company and, where applicable, in respect of borrowings made for the benefit of its subsidiaries and/or associates, subject to applicable laws and the terms approved by the Board from time to time.

The Board of Directors is of the opinion that the proposed resolutions are in the best interests of the Company and its shareholders and accordingly recommends the Special Resolutions set out at Item Nos. 4 and 5 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolutions, except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 6 & 7:

TO APPROVE CONSOLIDATION OF SHARE CAPITAL OF THE COMPANY i.e., FACE VALUE OF EQUITY SHARES FROM RS. 2/- EACH TO RS. 10/- EACH.

AND

TO APPROVE ALTERATION IN THE CAPITAL CLAUSE (CLAUSE V) OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The Board of Directors of the Company, at its meeting held on 12th August, 2026, considered and deliberated upon the proposal for consolidation of the Equity Shares of the Company. The proposed consolidation is intended to strengthen investor confidence and facilitate a more meaningful representation of the value of the Company's Equity Shares. Accordingly, the Board recommended the consolidation of the nominal and paid-up share capital of the Company, comprising the Authorised, Issued, Subscribed and Paid-up Share Capital, whereby every 5 (Five) existing Equity Shares of Rs.2/- (Rupees Two Only) each shall be consolidated into 1 (One) Equity Share of Rs.10/- (Rupees Ten Only) each, having the same rights and privileges as the existing Equity Shares.

The proposed consolidation of equity shares of the Company from Rs. 2/- (Rupee Two only) per equity share to Rs.10/- [Rupees Ten Only) per equity share, requires consequential amendment to the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner to reflect the alteration in the authorized equity share capital of the Company as reproduced herewith.

"V. The Authorised share capital of the company is Rs. 3,00,00,000/- [Rupees Three Crores Only] divided into 30,00,000 (Thirty Lakhs Only) Equity Shares of Rs. 10/- [Rupees Ten Only] each."

The Record Date for determining the Members entitled to the consolidation of Equity Shares, as aforesaid, shall be fixed by the Board of Directors and intimated to the Members of the Company in accordance with the applicable laws and regulations.

Pursuant to the provisions of Section 13 and 61 of the Companies Act, 2013 and other applicable provisions, if any, approval of the Members is required for Consolidation of shares by way of a Special Resolution subject to the provisions of the Articles of Association and consequent amendment to Clause V of the Memorandum of Association of the Company.

Treatment of Equity Shares held in Physical Form

In respect of Members holding Equity Shares in physical form as on the Record Date, the existing Share Certificate(s) representing the Equity Shares of Rs.2/- each shall stand cancelled upon giving effect to the proposed consolidation and no fresh physical Share Certificate(s) shall be issued in respect of the consolidated Equity Shares. The consolidated Equity Shares of Rs.10/- each pertaining to such Members shall be dematerialised and credited to a separate demat escrow account to be opened and maintained by the Company or its authorised trustee/escrow agent for this purpose, subject to the applicable laws, rules, regulations and procedures prescribed by SEBI, the stock exchanges, Depositories and other competent authorities. Such consolidated Equity Shares shall thereafter be transferred/credited to the respective demat accounts of the concerned Members upon completion of all the requisite formalities as may be required including KYC, dematerialisation and other applicable formalities by such Members. The Company/RTA shall issue appropriate communication to such Members regarding the procedure and documentation required for claiming and receiving their consolidated Equity Shares.

Further, any transfer of Equity Shares held in physical form effected from the Record Date until the date of receipt of the fresh share certificate representing the consolidated Equity Shares shall not be recognised by the Company and any such transfer shall be treated as null and void for the purposes of giving effect to the proposed consolidation.

Treatment of Fractional Entitlements:

In respect of any fractional entitlements arising pursuant to the consolidation of the Equity Shares, other than the fractional entitlements specifically dealt with above, all such fractional entitlements shall be aggregated and consolidated into whole Equity Shares ("Fractional Equity Shares"). The Fractional Equity Shares so arising shall be held by a trustee or escrow agent appointed by the Board of Directors for and on behalf of the respective Members entitled thereto. The trustee or escrow agent shall be authorised to take all necessary actions in respect of such Fractional Equity Shares, including dematerialisation of any such shares held in physical form, as may be required, for the benefit of the concerned Members or their respective legal heirs, as applicable.

The trustee or escrow agent shall dispose of the Fractional Equity Shares within such period as may be determined by the Board of Directors, through any of the stock exchanges on which the Equity Shares of the Company are listed and traded, at the prevailing market price or such other price as may be permissible under applicable laws. The net proceeds arising from such sale shall be distributed among the respective Members in proportion to their fractional entitlements, in accordance with the applicable laws.

The trustee or escrow agent shall take all necessary steps to give effect to the sale and disposal of the Fractional Equity Shares and distribution of the sale proceeds to the respective Members. Appropriate communication and/or announcements in this regard shall be made to the Members of the Company in accordance with applicable laws and regulations.

The Board of Directors is of the opinion that the proposed resolutions are in the best interests of the Company and its shareholders and accordingly recommends the Special Resolutions set out at Item No. 6 & 7 of the Notice for approval by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 8:

TO CONSIDER AND APPROVE THE RAISING OF FUNDS BY WAY OF AN UNSECURED LOAN WITH AN OPTION TO CONVERT THE SAME INTO EQUITY SHARES:

The Company, in order to meet its financial requirements and support its business operations, expansion plans, working capital requirements, capital expenditure and other general corporate purposes, proposes to avail unsecured financial assistance as inter corporate deposit from M/s. Akhil Avenues Private Limited ("Lender") from time to time.

The Company has already availed an unsecured loan of Rs. 2,00,00,000/- (Rupees Two Crores only) from the Lender. The Company now proposes to avail further unsecured financial assistance from the Lender, such that the aggregate outstanding amount of the unsecured loan shall not exceed Rs.10,00,00,000/- (Rupees Ten Crores only) at any point of time, inclusive of the aforesaid amount of Rs. 2,00,00,000/- (Rupees Two Crores only) already availed. The proposed financial assistance may be availed in one or more tranches, on such terms and conditions, including tenure, interest rate, repayment and other commercial terms, as may be mutually agreed between the Company and the Lender and approved by the Board.

As part of the proposed financing arrangement, the terms of the loan shall provide the Lender with an option to convert the whole or any part of the outstanding amount of the loan, together with interest, if any, as may be agreed under the terms of the loan arrangement, into fully paid-up Equity Shares or such other securities of the Company as may be permissible under applicable laws. Any such conversion of the outstanding loan into Equity Shares or other securities shall be undertaken strictly in accordance with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and other applicable laws, rules, regulations, circulars and guidelines. The conversion price shall be determined in accordance with the applicable pricing provisions prevailing on the relevant date and shall be subject to the terms and conditions of the loan agreement and the applicable statutory and regulatory requirements.

Accordingly, the approval of the Members is being sought for incorporating the conversion option as a term of the proposed loan arrangement and for permitting the Lender, at its option, to convert the whole or any part of the outstanding loan into Equity Shares or other securities of the Company, subject to applicable laws and regulatory requirements.

Upon exercise of the conversion option by the Lender, the Company shall issue and allot the requisite number of Equity Shares or other eligible securities, subject to receipt of all necessary approvals and compliance with the applicable statutory and regulatory requirements. The Equity Shares allotted pursuant to such conversion shall rank pari passu in all respects with the existing Equity Shares of the Company, including in respect of dividend and other corporate benefits declared after the date of allotment.

Accordingly, the Board recommends the resolution set forth at Item No. 8 of the Notice for consideration and approval of the Members of the Company as a Special Resolution, to enable the Company to avail unsecured financial assistance from the Lender and to provide the Lender with an option to convert the whole or any part of the outstanding amount of such loan, together with interest, if any, as may be applicable under the terms of the loan arrangement, into fully paid-up Equity Shares or such other securities of the Company as may be permissible under applicable laws, upon such terms and conditions as may be stipulated in the Loan Agreement and in accordance with the applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the SEBI LODR Regulations and other applicable laws and regulatory requirements.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Place: Bangalore
Date: 12.08.2026

For and on behalf of the Board
Otco International Limited
Sd/-
Madhusmita Panda
Company Secretary & Compliance Officer

Annexure A

[Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Ms. Bagyalakshmi Thirumalai
DIN	08186335
Date of Birth	05/05/1980
Date of first appointment	27/07/2018
Board Meetings attended during the year	4
Brief Resume, Qualification and Experience	Ms. Bagyalakshmi has contributed significantly to the growth and operations of the Company and brings with her over 15 years of experience in the industry, with expertise in operational management, Business Administrations and Management.
Expertise in specific functional area	Business Administrations & Management
Terms and conditions of appointment	Liable to Retirement by rotation, Eligible for reappointment.
Remuneration drawn, if any	Not Applicable
Relationships between Directors inter se	NIL
Name of the Listed entities in which the person also holds the directorship and the membership of the committees of the Board along with the Listed entities from which the person has resigned in the past three years*	NIL
Other Directorships, Membership/ Chairmanship of Committees of other Boards	NIL
Number of shares held in the Company	NIL

Place: Bangalore
Date: 12.08.2026

For and on behalf of the Board
Otco International Limited
Sd/-
Madhusmita Panda
Company Secretary & Compliance Officer