

## OTCO INTERNATIONAL LIMITED

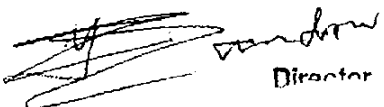
Regd. & Head office: - #139, 1<sup>st</sup> Floor, Gurumurthy Bhavan  
 Infantry Road, Bangalore: - 560001  
 Telefax:-91-80-41694354  
 Email:-mail@otcointernational.com  
 Website:-www.otcointernational.com

### Quarterly Compliance Report on Corporate Governance

Name of the Company: OTCO INTERNATIONAL LIMITED  
 Quarter Ending on: 31.12.2011

Particulars	Clause of Listing Agreement	Compliance status (Yes/No/NA)	Remarks
<b>I. Board of Directors</b>	<b>49 I</b>	Yes	-
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation disclosures	49(IB)	Yes	
(C) Other provisions as to Board and Committees	49(IC)	Yes	
(D) Code of Conduct	49(ID)	Yes	
<b>II. Audit Committee</b>	<b>49(II)</b>	Yes	
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(II B)	Yes	
(C) Powers of Audit Committee	49(II C)	Yes	
(D) Role of Audit Committee	49(II D)	Yes	
(E) Review of Information by Audit Committee	49(II E)	Yes	
<b>III. Subsidiary Companies</b>	<b>49(III)</b>	N.A.	There is no Subsidiary Company
i. Material unlisted subsidiary		N.A.	
ii. Review of unlisted public company financial results specifically Investments made by the subsidiary		N.A.	
iii. Minutes of unlisted public company to be placed before the Board of listed company		N.A.	
<b>IV. Disclosures</b>	<b>49(IV)</b>	Yes	
(A) Basis of related party transactions	49(IV A)	Yes	
(B) Disclosure of Accounting treatment	49 (IV B)	N.A.	There is no change in accounting policies other than accounting standards
(C) Board Disclosures-Risk Management	49(IV C)	Yes	
(D) Proceeds from Public Issues, rights issues, preferential basis etc.	49(IV D)	N.A.	Not issued any Public Issues, Rights Issues and Preferential

For OTCO INTERNATIONAL LIMITED

  
 Director

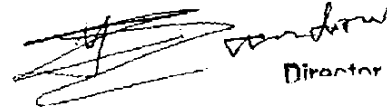


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			Issues in this quarter
(E) Remuneration of Directors	49(IV E)	Yes	
(F) Management	49(IV F)	Yes	
(G) Shareholders	49(IV G)	Yes	
<b>V. CEO/CFO Certification</b>	<b>49 (V)</b>	Yes	
<b>VI. Report on Corporate Governance</b>	<b>49(VI)</b>	Yes	
<b>VII Compliance</b>	<b>49(VII)</b>	Yes	

For OTCO INTERNATIONAL LIMITED

  
Director