

Quarterly Compliance Report on Corporate Governance

Name of the Company: **OTCO INTERNATIONAL LIMITED**

Quarter Ending on: **31.03.2014**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
1	2	3	4
1. Board of Directors	49 (I)	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	
II. Audit Committee	49 II	Yes	
(A) Qualified Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Company	49(III)	NA	There is no subsidiary Company.



IV. Disclosures	49(IV)	Yes	
(A) Basis of related party transactions	49(IVA)	NA	There are no related party transactions.
(B) Disclosure of Accounting Treatment	49(IVB)	Yes	Disclosed in all accounting reports
(C). Board disclosures	49(IVC)	Yes	Disclosed at the Board and periodically presented before Audit Committee
(D). Proceeds from public issues, right issues, preferential issues, etc.	49(IVD)	NA	
(E). Remuneration of Directors	49(IVE)	Yes	
(F). Management	49(IVF)	Yes	
(G). Shareholders	49(IVG)	Yes	
V. CEO/CFO Certification.	49(V)	Yes	
VI. Report on Corporate Governance	49(VI)	Yes	
VII. Compliance	49(VII)	Yes	

FOR OTCO INTERNATIONAL LIMITED



[Handwritten Signature]

DIRECTOR