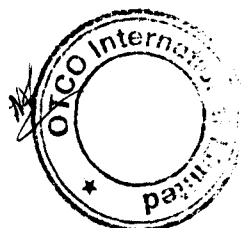


Quarterly Compliance Report on Corporate Governance
Annexure - XI to the Listing Agreement

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

Quarter Ending on: **31.03.2015**

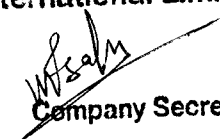
Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/NA)	Remarks
1	2	3	4
II. Board of Directors	49 (II)	Yes	
(A) Composition of Board	49(II)(A)	Yes	
(A)(1) Woman Director	49(II)(A)(1)	Yes	
(B) Independent Directors	49(II)(B)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49(IID)	Yes	
(E) Code of Conduct	49(IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 III	Yes	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	NA	
V. Subsidiary Company	49 (V)	NA	There is no subsidiary Company.
VI. Risk Management	49 (VI)	NA	



VII. Related Party Transactions	49 (VII)	NA	There are no related party transactions.
VIII. Disclosures	49 (VIII)	Yes	
(A) Related party transactions	49 (VIII A)	NA	There are no related party transactions.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Disclosed in all accounting reports
(C) Remuneration of Directors	49 (VIII C)	Yes	Disclosed at the Board and periodically presented before Audit Committee
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, right issues, preferential issues, etc.	49 (VIII F)	NA	There is no public issues, right issues, Preferential issues etc during the quarter.
IX. CEO/CFO Certification.	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

FOR OTCO INTERNATIONAL LIMITED

For OTCO International Limited


Company Secretary