

OTCO INTERNATIONAL LIMITED

Regd. & Head Office: # 139, 1st Floor, Gurumurthy Bhavan

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Website: www.otcointernational.in

CIN : L17114KA2001PLC028611

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

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

Quarter Ending on: **30.09.2015**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/NA)	Remarks
1	2	3	4
II. Board of Directors	49 (II)		
(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		
(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)	Yes	
V. Subsidiary Company	49 (V)	NA	There is no subsidiary Company.
VI. Risk Management	49 (VI)	Yes	



VII. Related Party Transactions	49 (VII)	NA	There are no related party transactions.
VIII. Disclosures	49 (VIII)		
(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 Boards report and periodically presented before Audit Committee
(D) Management	49 (VIII D)	Yes	Disclosed in the Annual Report for F.Y. 2014-15
(E) Shareholders	49 (VIII E)	Yes	Disclosed in the Annual Report for F.Y. 2014-15
(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	Disclosed in the Annual Report for F.Y. 2014-15
X. Report on Corporate Governance	49 (X)	Yes	Disclosed in the Annual Report for F.Y. 2014-15
XI. Compliance	49 (XI)	Yes	Disclosed in the Annual Report for F.Y. 2014-15



FOR OTCO INTERNATIONAL LIMITED

Havish Chitani

Company Secretary & Compliance Officer