

### Quarterly Compliance Report on Corporate Governance

Name of the Company: OTCO INTERNATIONAL LIMITED

Quarter Ending on: 30.06.2010

| 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(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                           |   |
| <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(IVC)                     | Yes                           |   |
| (D) Proceeds from Public Issues, rights issues,   | 49(IV D)                    | N.A.                          | Not issued  |

# OTCO

*Evolving with Passion*

## OTCO INTERNATIONAL LIMITED

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| preferential basis etc.                   |                |     | any Public Issues, Rights Issues and Preferential 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 |  |