

OTCO INTERNATIONAL LIMITED

CODE OF PRACTICES AND PROCEDURES

FOR FAIR DISCLOSURE OF

UNPUBLISHED PRICE SENSITIVE INFORMATION

This document forms the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code”) adopted by OTCO International Limited (the “Company”/ OTCO). This Code is consistent with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

OTCO endeavours to preserve the confidentiality of Unpublished Price Sensitive Information and prevents misuse of such information. We are committed to dealing with all stakeholders with full transparency and fairness, ensuring adherence to all laws and regulations and achieving highest standards of corporate governance.

As per Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the board of directors of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information that it would follow in order to adhere to each of the principles set out in Schedule A of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, without diluting the provisions of Regulations in any manner.

In compliance with the Regulations, this Code has been formulated, approved and adopted by the board of directors of the Company

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1) DEFINITION

Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made there under and OTCO International Limited - Code of Conduct to Regulate, Monitor and Report Trading by Insiders shall have the meanings respectively assigned to them in those legislation as the context may so require.

2) CORPORATE DISCLOSURE POLICY

To ensure timely and adequate disclosure of UPSI, the practices and procedures set out in the Code shall be followed by the Company.

3) PROMPT DISCLOSURE OF UPSI

- a) The Company shall promptly make public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;

- b) The Company may also consider uniform and universal dissemination of UPSI to avoid selective disclosure. In order to ensure universal dissemination, all UPSI will first be communicated to the Stock Exchanges where the Securities of the Company are listed before this information is released to the investors, research analysts, media or any section of the public;
- c) In case the Company is required to make selective disclosure of UPSI, then the information will be promptly disseminated either in the form of notification to stock exchanges, press releases or upload of information on the website of the Company;
- d) The text of all communications covering UPSI to the Stock Exchanges shall be approved by the Chief Financial Officer or Managing Director or whole time director or Company Secretary before release.
- e) The Company shall handle all UPSI on a 'Need to Know' basis and shall be disclosed only to those within the Company who need the information to discharge their duties.

4) OVERSEEING AND CO-ORDINATING DISCLOSURE

- a. Company Secretary serves as its Chief Investor Relations Officer (CIRO/CIO) to deal with dissemination of information and disclosure of unpublished price sensitive information.
- b. The CIO shall be responsible for ensuring that the Company complies with continual disclosure requirements, overseeing and co-ordinating disclosure to Stock Exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure.
- c. Information disclosure/dissemination may normally be approved in advance by the CIO.
- d. If UPSI gets disclosed selectively, inadvertently or otherwise then such UPSI shall be promptly disseminated.

5) RESPONDING TO MARKET RUMORS

- a. Any queries or requests for verification of market rumours by exchanges should be forwarded immediately to the CIO who shall decide on the response/clarification.
- b. The CIO shall decide whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.
- c. The Company will, subject to non-disclosure obligations, aim to provide appropriate and fair response to the queries on news reports and requests for verification of market rumours by regulatory authorities.

- d. As a general practice, if the rumour appears in a responsible media channel which has reasonably wide audience and rumour can have material impact on pricing of securities, then the Company would immediately make a proper announcement to present the correct position.
- e. As a policy, the Company will consistently ignore speculative reports that appear in the press or in the electronic media. In order to protect the standing of the Company, the response of the CIO, in each instance of a market rumour, will be to neither affirm nor deny the rumour till such time an official position on the subject is developed in consultation with the Managing Director/Whole Time Director and/ or the CFO. However, if a rumour or a press report is likely to impact the business of the Company in a significant manner a suitable communication responding to market rumours shall be finalised in consultation with the CEO and / or the CFO before dissemination to the Stock Exchanges and external agencies.

6) MEDIUM OF DISCLOSURE/DISSEMINATION

- a. Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- b. The Company shall ensure that disclosure to Stock Exchanges is made promptly within stipulated timelines, if any.
- c. The Company may also facilitate disclosure through the use of their dedicated internet website.
- d. The Company websites may provide a means of giving investors a direct access to analyst briefing material, significant, background information and questions and answers.
- e. The information filed by the Company with Stock Exchanges under continuous disclosure requirement may be made available on the Company website.
- f. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

7) SILENT PERIOD

During the period when the Trading Window is closed before the announcement of quarterly or annual financial results, no officer of the Company shall discuss or comment on any aspect of financial performance of the Company to any member of the media in order to avoid any inadvertent disclosure of UPSI on selective basis.