

**OTCO INTERNATIONAL LIMITED**

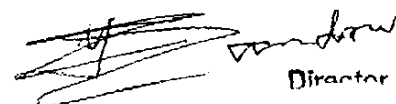
Regd. & Head office: - #139, 1st Floor, Gurumurthy Bhavan
 Infantry Road, Bangalore: - 560001
 Telefax:-91-80-41694354
 Email:-mail@otcointernational.com
 Website:-www.otcointernational.com

Quarterly Compliance Report on Corporate Governance

Name of the Company: OTCO INTERNATIONAL LIMITED
 Quarter Ending on: 30.06.2011

Particulars	Clause of Listing Agreement	Compliance status (Yes/No/NA)	Remarks
I. 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 & 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	
III. Subsidiary Companies	49(III)	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.	
IV. Disclosures	49(IV)	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, preferential basis etc.	49(IV D)	N.A.	Not issued any Public Issues,

For OTCO INTERNATIONAL LIMITED


 Director




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			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	
V. CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49(VI)	Yes	
VII Compliance	49(VII)	Yes	

For OTCO INTERNATIONAL LIMITED


Director