

Date: 22.02.2019

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Dear Sirs,

Ref: OTCO International Limited (Scrip Code: 523151)

Sub: Amendment Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information

Pursuant to Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, we enclose the amended Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information of the Company, as approved by the Board of Directors at their meeting held on February 8, 2019, in compliance with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. We note that the amendment code shall be effective from 01st April, 2019.

This is for your information and record.

Thanking you,

Yours faithfully,

For OTCO International Limited

Deepak Kumar Dash

Deepak Kumar Dash
Company Secretary & Compliance officer



Encl: As above

**CODE OF PRACTICES AND
PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

(Pursuant to the Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015)

INTRODUCTION

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of Investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015("Regulations"). In terms of the Regulations, it is mandatory for every listed company to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI").

Pursuant to Regulation 8 of the Regulations, OTCO International Limited (OTCO) is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code").

In view of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective from 1st April, 2019, the Code has been amended by the Board of Directors at its meeting held on 8th February, 2019 and the revised Code shall be effective from 1st April, 2019.

SCOPE

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company's securities and to maintain uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavours to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

PRINCIPLES OF FAIR DISCLOSURE

The Company shall adhere to the following principles to ensure timely and fair disclosure of Unpublished Price Sensitive Information:

- Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- Appropriate and fair response shall be provided against queries on news reports and requests for verification of market rumours by regulatory authorities.
- Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.

- Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company's website to ensure official confirmation and documentation of disclosures made.
- Handling of all unpublished price sensitive information on a need-to-know basis.

POWER OF THE BOARD OF DIRECTORS

The Chief Investor Relations Officer, subject to the approval of the Board of Directors, reserve the right to amend or modify this Code in whole or in part, at any time without assigning any reason whatsoever.

The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Code and to further the objective of good corporate governance.

The decision of the Board of Directors of the Company with regard to any or all matters relating to this Code shall be final and binding on all concerned.

DISCLOSURE OF THE CODE ON PUBLIC DOMAIN

This Code shall be published on the official website of the Company at www.otcointernational.in.

AMENDMENT OF THE CODE

Further, this Code and every subsequent amendment made thereto shall be promptly intimated to the Stock Exchange where the security of the Company is listed.