OTCO INTERNATIONAL LIMITED

CIN: L17114KA2001PLC028611

Registered Office: #139, Gurumurthy Bhavan, Infantry Road, Bengaluru-560 001, Karnataka, India.

Tel: +91-80-25580971; **Fax:** +91-80-25582340, **Email:** otco.compliance@gmail.com

Advertisement under Regulation 18(7) in terms of SEBI(Substantial Acquisition of Shares and Takeovers) Regulations, 2011

This Advertisement is being issued by Vivro Financial Services Private Limited (the "**Manager to the offer**"), on behalf of Mr. Pradeep Kumar Panda (the "**Acquirer**") pursuant to Regulation18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Take overs) Regulations 2011 (the "**SEBI (SAST) Regulations**") in respect of the open offer (the "**Offer**") to acquire up to 6,74,343 fully paid-up equity shares of ₹ 10 each (the "**Equity Shares**") of Otco International Limited ("**OTCO**" or the "**Target Company**" or "**TC**"). The Detailed Public Statement (the "**DPS**") with respect to the Offer was made on Friday, May 22, 2015 in Financial Express –English, Jansatta -Hindi (All Editions) Vartha Bharati – Kannada (Regional Edition) and Mumbai Lakshwadeep – Marathi (Regional Edition).

1. The Offer Price is ₹ 2.00 (Rupees Two Only) per share and there has been no revision in the Offer Price.
2. The Committee of Independent Directors ("**IDC**") of the Target Company recommends that the Offer Price of ₹ 2.00 is fair and reasonable. The IDC's recommendation was published on Tuesday, September 22, 2015 in the same newspapers where the DPS was published.
3. The Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations and there has been no Competitive Bid to the Offer.
4. The Letter of Offer dated September 12, 2015 has been dispatched to all the Eligible Shareholders as on Identified Date (Thursday, September 10, 2015) on Tuesday, September 15, 2015.
5. Please note that a copy of the Letter of Offer (including Form of Acceptance-cum-Acknowledgement) is also available on SEBI's website(http://www.sebi.gov.in/)and Eligible Shareholders can also apply by downloading such form from SEBI's website. Further, in case of non-receipt/non-availability of the Form of Acceptance-cum-Acknowledgement, the application can be made on plain paper along with the following details:
   a. **In case of physical shares:** Name(s) and Address(es) of Joint Holder(s) (if any), Number of Equity Shares held, Number of Equity Shares Offered, Distinctive Numbers, Folio Number, Original Share Certificate(s), Original Broker Contract Note of a Registered Broker (in case of unregistered shareholders) and Valid Share Transfer form(s). The details of the Acquirer should be kept blank.
   b. **In case of dematerialized shares:** Name(s), Address(es) of Joint Holder(s) (if any), Number of Shares Tendered, DP Name, DP ID, Beneficiary Account No. and a Photo copy of Delivery Instruction in "off market" mode or counterfoil of the delivery instruction in "off market" mode, duly acknowledged by the DP in favour of the Depository Escrow Account, of joint holder(s) (if any).

Depository Participant Name	Integrated Ent. (I) Ltd
DP ID	IN301313
Client ID	21773740
Escrow Demat Account Name	Otco International Limited Open Offer Escrow Account
Depository	National Securities Depository Limited (NSDL)
ISIN	INE910B01010
Mode	Off Market
Date of Credit	On or before Monday, October 12, 2015

6. In terms of regulations 16 (1) of the SEBI (SAST) Regulations, the Draft Letter of Offer was submitted to SEBI on Friday, May 29, 2015. SEBI vide its letter bearing reference number CFD/DCR/SKS/25776/2015 dated September 08, 2015 issued its comments on the Draft Letter of Offer which have been incorporated in the Letter of Offer.
7. As on date, to the best of the knowledge of Acquirer, no Statutory Approvals are required for the offer except as mentioned in the Letter of Offer.
8. **Schedule of Activities**

Activities	Day & Date
Issue of Public Announcement	Friday, May 15, 2015
Publication of Detailed Public Statement	Friday, May 22, 2015
Last date of filing Draft Letter of Offer with SEBI	Friday, May 29, 2015
Last date for public announcement for competing offer(s)	Friday, June 12, 2015
Last date for receipt of comments from SEBI on the Draft Letter of Offer	Tuesday, September 08, 2015
Identified Date	Thursday, September 10, 2015
Date by which Letter of Offer to be dispatched to the Shareholders	Friday, September 18, 2015
Last date for upward revision of the Offer Price and/or the Offer Size	Tuesday, September 22, 2015
Last date by which the committee of Independent Directors of the Target Company shall give its recommendations	Wednesday, September 23, 2015
Advertisement of schedule of activities for Open Offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchange(s) and Target Company at its registered office	Thursday, September 24, 2015
Date of Commencement of Tendering Period (Offer Opening Date)	Monday, September 28, 2015
Date of Expiration of Tendering Period (Offer Closing Date)	Monday, October 12, 2015
Last date of communicating of rejection/ acceptance and payment of consideration for accepted tenders/ return of unaccepted Shares	Tuesday, October 27, 2015
Issue of post offer advertisement	Tuesday, November 03, 2015
Last date for filing of final report with SEBI	Tuesday, November 03, 2015

**Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer shall be sent.*

Capitalized terms used but not defined in this Advertisement shall have the meanings assigned to such terms in the Public Announcement and/or DPS and/or Letter of Offer and/or Corrigendum.

The Acquirer accepts full responsibility for the information contained in this Advertisement and also accepts responsibility for the obligations of the Acquirer prescribed under the SEBI (SAST) Regulations. This Advertisement will be available on the SEBI website at http://www.sebi.gov.in

Issued by the Manager to the Offer for and on behalf of the Acquirer

VIVRO

Vivro Financial Services Private Limited
607,608 Marathon Icon, Opp. Peninsula Corporate Park,
Off Ganpatrao Kadam Marg, Veer Santaji Lane, Lower Parel, Mumbai-400 013
Tel No.: 022 – 6666 8040 to 6666 8046, **Fax No.:** 022 – 6666 8047
Email: investors@vivro.net; **Website:** www.vivro.net
SEBI Registration No. INM000010122
CIN:U67120GJ1996PTC029182
Contact Person: Mr. Harish Patel/ Ms. Shashi Singhvi

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Date: September 22, 2015 **Place:** Chennai