

OTCO INTERNATIONAL LIMITED

Corporate Identity Number (CIN): L17114KA2001PLC028611

Registered Office: 1/1, 21st Cross, C.M.H. Road, Lakshmpuram, Halasuru, Bengaluru - 560008, Karnataka, India.

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This Advertisement ("Pre-Offer Advertisement") is being issued by Vivro Financial Services Private Limited ("Manager to the Offer"), on behalf of Mr. Pradeep Kumar Panda ("Acquirer") pursuant to Regulation 18 (7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 ("SEBI (SAST) Regulations") in respect of the open offer ("Offer") to acquire up to 6,74,343 fully paid-up Equity Shares of ₹ 10 each ("Equity Shares") representing 26.00% of the Total Issued, Subscribed & Paid up and Voting Equity Share Capital of OTCO International Limited ("OTCO" or "Target Company" or "TC") at a price of ₹ 37.00 (Rupees Thirty Seven Only) per Equity Share ("Offer Price"), under Regulation 3(2) and other applicable provisions of the SEBI (SAST) Regulations

This Pre-Offer Advertisement is to be read in continuation of, and in conjunction with: (a) the Public Announcement dated October 6, 2017, (b) the Detailed Public Statement which was published in Financial Express -English, Jansatta - Hindi (All Editions) Vartha Bharati - Kannada (Regional Edition) and Mumbai Lakshwadeep - Marathi (Regional Edition), on October 13, 2017 and (c) the Letter of Offer dated November 27, 2017 ("LoF"). Unless otherwise specified, the capitalised terms used but not defined in this Pre-Offer Advertisement have the meaning assigned to them in the LoF.

1. Offer Price: The Offer is being made at a price of ₹ 37.00 (Rupees Thirty Seven Only) per Equity Share, payable in cash and there has been no revision in the Offer Price since the date of Public Announcement.

2. Recommendations of the Committee of Independent Directors: A Committee of Independent Directors of the Target Company ("IDC") recommends that the Offer Price of ₹ 37.00 is fair and reasonable. The meeting of Committee of Independent Directors was held on December 8, 2017 and its recommendation will be published on December 11, 2017 in same newspapers in which 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 LoF has been dispatched on December 2, 2017 and emailed on December 4, 2017 to all the Eligible Shareholder as on Identified Date (Tuesday, November 28, 2017).

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. A summary of the procedure for tendering Equity Shares in the Offer is as below. For further details, please refer to para 8, titled "Procedure for Acceptance and Settlement" on page 17 of the LoF.

a. In case of Equity Shares held in physical form: Shareholders holding Equity Shares in physical form may participate in the Offer by approaching their Selling Broker and providing the following details:-Name(s) and address(es) of sole/joint holder(s) (if any), number of Equity Shares held, number of Equity Shares tendered, distinctive numbers, folio number, self-attested PAN card copy, self-attested copy of address proof consisting of any one of the following documents: Aadhar card, Voter identity card, Passport, Original Share Certificate(s) and valid share transfer form(s) duly filled and signed by the transferors. The details of the Acquirer should be kept blank.

b. In case of Equity Shares in dematerialized form: Shareholders holding Equity Shares in dematerialised form may participate in the Offer by approaching their Seller Broker indicating the details of Equity Shares they intend to tender in the Offer. The resident Shareholders (other than the non-resident Shareholders) holding Equity Shares in dematerialised form are not required to fill any Form of Acceptance-cum-Acknowledgement. The non-resident Shareholders may participate in the Offer by providing their application in plain paper in writing signed by all Shareholders, stating names of all shareholders, address, client ID number, DP name, DP ID number, number of Equity Shares tendered, investment status (i.e. FDI route or PIS route) and enclosing documents such as statutory approval(s), if any.

6. In terms of regulation 16 (1) of the SEBI (SAST) Regulations, the Draft Letter of Offer was submitted to SEBI on Wednesday, October 18, 2017. SEBI vide its letter bearing reference number CFD/DCR2/OW/P/2017/29359/1 dated November 24, 2017 issued its comments on the Draft Letter of Offer. These comments have been duly addressed in the LoF. As on the date of this Advertisement, there are no statutory approvals required to implement the Open Offer and for the acquisition of Equity Shares to be tendered under the Open Offer. If any statutory approvals are required or become applicable prior to completion of the Open Offer, the Open Offer would also be subject to the receipt of such statutory approvals.

7. SCHEDULE OF ACTIVITIES:

Activities	Original (Day, Date)	Revised (Day, Date)
Issue of Public Announcement	Friday, October 6, 2017	Friday, October 6, 2017
Publication of Detailed Public Statement	Friday, October 13, 2017	Friday, October 13, 2017
Last Date of filing Draft Letter of Offer with SEBI	Tuesday, October 24, 2017	Wednesday, October 18, 2017**
Last date for public announcement for competing offer(s)#	Tuesday, November 7, 2017	Tuesday, November 7, 2017
Receipt of comments from SEBI on the Draft Letter of Offer	Tuesday, November 14, 2017	Friday, November 24, 2017
Identified Date*	Thursday, November 16, 2017	Tuesday, November 28, 2017
Date by which Letter of Offer to be dispatched to the Shareholders	Thursday, November 23, 2017	Thursday, December 7, 2017
Last date for upward revision of the Offer Price and/or the Offer Size	Monday, November 27, 2017	Friday, December 8, 2017
Last date by which the committee of Independent Directors of the Target Company shall give its recommendations	Tuesday, November 28, 2017	Monday, December 11, 2017
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	Wednesday, November 29, 2017	Tuesday, December 12, 2017
Date of Commencement of Tendering Period (Offer Opening Date)	Thursday, November 30, 2017	Wednesday, December 13, 2017
Date of Expiration of Tendering Period (Offer Closing Date)	Thursday, December 14, 2017	Wednesday, December 27, 2017
Last date of communicating of rejection / acceptance and payment of consideration for accepted tenders / return of unaccepted shares	Friday, December 29, 2017	Wednesday, January 10, 2018
Issue of post offer advertisement	Friday, January 5, 2018	Wednesday, January 17, 2018
Last date for filing of final report with SEBI	Friday, January 5, 2018	Wednesday, January 17, 2018

* 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.

** Actual date of filing Draft Letter of Offer with SEBI. * There has been no competing offer(s), as of date of LoF.

8. The Offer will be implemented through Stock Exchange Mechanism made available by BSE in the form of a separate window (Acquisition Window) as provided under the SEBI (SAST) Regulations, SEBI Circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015, and SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as amended from time to time, and notices/guidelines issued by BSE and the Clearing Corporation in relation to the mechanism/process for acquisition of shares through stock exchange pursuant to the tender offers under takeovers, buyback and delisting, as amended and updated from time to time. For further details, please refer to para 8 titled "Procedure for Acceptance and Settlement" on page 17 of the LoF.

9. A copy of this Pre-Offer Advertisement is expected to be available on the SEBI website at <http://www.sebi.gov.in>

10. There have been no material changes in relation to the Offer since the date of the PA, save and except as disclosed in the DPS and the LoF.

11. The Acquirer accepts full responsibility for the information contained in this Advertisement and also for the obligations of the Acquirer as prescribed under SEBI (SAST) Regulations.

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.

ISSUED BY MANAGER TO THE OFFER 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.: +91 - 22 - 6666 8040 / 42 | Fax No.: +91 - 22 - 6666 8047

Email: investors@vivro.net | Website: www.vivro.net

SEBI Registration No. INM000010122 | CIN: U67120GJ1996PTC029182

Contact Person: Mr. Harish Patel / Mrs. Shashi Singhvi

On behalf of the Acquirer

Sd/-

Pradeep Kumar Panda

Place: Chennai

Date: December 08, 2017