

# Oil Country Tubular Limited

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CIN: L26932TG1985PLC005329, GSTIN: 36AAACO2290H1ZJ



**Date:** 17-July-2024

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001  BSE Scrip Code:500313	To, National Stock Exchange of India Limited "Exchange Plaza" 5th Floor, Plot No. C-1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051  NSE Scrip Code - OILCOUNTUB
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**Sub:** Change in Composition of Board of Directors

**Ref:** Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(LODR Regulations): Change in Composition of Board of Directors

In compliance with the provisions of Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, this is to inform you that at the meeting of the Board of Directors of Oil Country Tubular Limited held today i.e., on Wednesday, 17<sup>th</sup> of July, 2024, amongst other items of business, the businesses as specified below were transacted.

**1. Appointment of Mr.Moturu Siva Ram Prasad as an Additional Director in the category of a Non-Executive Independent Director**

Based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Shareholders, the Board have approved the appointment of Mr. Moturu Siva Ram Prasad (DIN: 00227705), as an Additional Director in the category of a Non-Executive Independent Director for a period of 5 years with effect from 17<sup>th</sup> July,2024.

**In this connection, please find details placed below:-**

- a) The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.
- b) The letter of affirmation on the appointment of Mr. Moturu Siva Ram Prasad as an Additional Director in the category of Non-Executive Independent Director.



**1(a). The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.**

S.No	Particulars	Details
1	Reason for Change - Appointment.	<p>Considering the vast experience of Mr.Moturu Siva Prasad in the field of Accounts and Finance, the Board has inducted him as an Additional Director in the category of Non-Executive Independent Director.</p> <p>Based on the recommendations of Nomination and Remuneration Committee and subject to the approval of the Shareholders, the Board in its meeting held today i.e., on 17<sup>th</sup> July, 2024 appointed Mr. Moturu Siva Ram Prasad (DIN: 00227705) as an Additional Director in the category of Non-Executive Independent Director for a period of 5 years with effect from 17<sup>th</sup> July, 2024.</p>
2	Date of appointment & term of appointment.	<p>17<sup>th</sup> July,2024</p> <p>With effect from 17<sup>th</sup> July, 2024 for a period of 5 years.</p>
3	Brief profile (in case of appointment)	<p>Mr.Moturu Siva Ram Prasad is a Member of Institute of Chartered Accountants of India with 47 Years of Experience as a Practicing Chartered Accountant.</p> <p>He is the founder of Raju &amp; Co. Chartered Accountants.</p> <p>His firm Served as Central Statutory Auditors of Vijaya Bank, Andhra Bank, Allahabad Bank and Deccan Grameena Bank.</p> <p>His firm Served as Statutory Auditor of number of Private Sector and Public Sector Banks</p>



		like:  State Bank of India, State Bank of Saurashtra, Andhra Bank, Indian Bank, Bank of India and Indian Overseas Bank
4	Disclosure of relationships between directors (in case of appointment of a director)	No relationship with existing Directors or Key Managerial Personnel.

**1(b). Letter of affirmation on the appointment of Mr. Moturu Siva Ram Prasad as an Additional Director in the category of a Non-Executive Independent Director of the company.**

**We affirm that Moturu Siva Ram Prasad (DIN: 00227705):**

- is not debarred from holding the office of the Director in the Company by virtue of any SEBI order or any such other authority.
- is not convicted of any offence in connection with the promotion, formation or management of any Company or LLP and has not been found guilty of any fraud or misfeasance or any breach of duty to any Company under this Act or any previous Companies Act in the last five years.
- has not incurred disqualification under Section 164 (2) of the Companies Act, 2013 in the previous financial year and he stands free from any disqualification from being appointed as a Director and fulfills the conditions specified in Companies Act, 2013, Rules made thereunder and Listing Regulations, for being appointed as an Additional Director in the category of a Non-Executive Independent Director for a period of Five (5) years with effect from 17<sup>th</sup> July, 2024.
- is not required to obtain security clearance from the Ministry of Home Affairs, Government of India, before being appointed as a Director.

**2. Appointment of Mrs. Uma Kumari Kamalapuri as an as an Additional Director in the category of a Non-Executive Independent Women Director**

Based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Shareholders, the Board have approved the appointment of Mrs. Uma Kumari Kamalapuri (DIN: 10671999), as an Additional Director in the category of a Non-Executive Independent Women Director for a period of 5 years with effect from 17<sup>th</sup> July, 2024.



**In this connection, please find details placed below:-**

**a)** The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

**b)** The letter of affirmation on the appointment of Mrs.Uma Kumari Kamalapuri as an Additional Director in the category of Non-Executive Independent Women Director.

**2(a). The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.**

S.No	Particulars	Details
1	Reason for change - Appointment.	<p>Considering the experience of Mrs.Uma Kumari Kamalapuri in the field of Accounts and Finance, the Board has inducted her as an Independent Director.</p> <p>Based on the recommendations of Nomination and Remuneration Committee and subject to the approval of the Shareholders, the Board in its meeting held today i.e., on 17<sup>th</sup> July, 2024 appointed Mrs. Uma Kumari Kamalapuri (DIN: 10671999) as an Additional Director in the category of Non-Executive Independent Women Director for a period of 5 years with effect from 17<sup>th</sup> July, 2024.</p>
2	Date of appointment & term of appointment.	<p>17<sup>th</sup> July,2024</p> <p>With effect from 17<sup>th</sup> July, 2024 for a period of 5 years.</p>
3	Brief profile (in case of appointment)	<p>Mrs.Uma Kumari Kamalapuri is a Member of Institute of Chartered Accountants of India.</p> <p><b><u>Her Expertise:-</u></b></p> <p>Extensive Experience of Sarbanes Oxley - Risk Compliance.</p> <p>Compliance and Implementation</p>



		of Internal Financial Controls. Risk and Governance, Internal Audit and Internal Controls.
4	Disclosure of relationships between directors (in case of appointment of a director)	No relationship with existing Directors or Key Managerial Personnel.

**2(b). Letter of affirmation on the appointment of Mrs.Uma Kumari Kamalapuri as an Additional Director in the category of a Non-Executive Independent Women Director**

**We affirm that Mrs.Uma Kumari Kamalapuri (DIN: 10671999):**

- is not debarred from holding the office of the Director in the Company by virtue of any SEBI order or any such other authority.
- is not convicted of any offence in connection with the promotion, formation or management of any Company or LLP and has not been found guilty of any fraud or misfeasance or any breach of duty to any Company under this Act or any previous Companies Act in the last five years.
- has not incurred disqualification under Section 164 (2) of the Companies Act, 2013 in the previous financial year and she stands free from any disqualification from being appointed as a Director and fulfills the conditions specified in Companies Act, 2013, Rules made thereunder and Listing Regulations, for being appointed as an as an Additional Director in the category of a Non-Executive Independent Women Director for a period of Five (5) years with effect from 17<sup>th</sup> July, 2024.
- is not required to obtain security clearance from the Ministry of Home Affairs, Government of India, before being appointed as a Director.

**3. Appointment of Mr.Tatineni Yoganand as an as an Additional Director in the category of a Non-Executive Independent Director**

Based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Shareholders, the Board have approved the appointment of Mr.Tatineni Yoganand (DIN: 07593253), as an Additional Director in the category of Non-Executive Independent Director a period of 5 years with effect from 17<sup>th</sup> July,2024.

**In this connection, please find details placed below:-**

**a)** The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.



b) The letter of affirmation on the appointment of Mr.Tatineni Yoganand as an Additional Director in the category of Non-Executive Independent Director.

**3(a). The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.**

S.No	Particulars	Details
1	Reason for change - Appointment.	<p>Considering the experience of Mr.Tatineni Yoganand (IPS, Retd.) as a former Civil Servant, the Board has inducted him as an Independent Director.</p> <p>Based on the recommendations of Nomination and Remuneration Committee and subject to the approval of the Shareholders, the Board in its meeting held today i.e., on 17<sup>th</sup> July, 2024 appointed Mr. Tatineni Yoganand (DIN:07593253 ) as an Additional Director in the category of Non-Executive Independent Director for a period of 5 years with effect from 17<sup>th</sup> July, 2024.</p>
2	Date of appointment & term of appointment/re-appointment	<p>17<sup>th</sup> July,2024</p> <p>With effect from 17<sup>th</sup> July, 2024 for a period of 5 years.</p>
3	Brief profile (in case of appointment)	<p>Mr.Tatineni Yoganand is a Retired 1998 batch IPS officer who has served Government of Andhra Pradesh Police Department in various capacities such as DIG(Intelligence) and Commissioner of Police-Vizag.</p>
4	Disclosure of relationships between directors (in case of appointment of a director)	<p>No relationship with existing Directors or Key Managerial personnel.</p>



**3(b). Letter of affirmation on the appointment of Mr.Tatineni Yoganand as an as an Additional Director in the category of Non-Executive Independent Director.**

**We affirm that Mr.Tatineni Yoganand (DIN: 07593253):**

- is not debarred from holding the office of the Director in the Company by virtue of any SEBI order or any such other authority.
- is not convicted of any offence in connection with the promotion, formation or management of any Company or LLP and has not been found guilty of any fraud or misfeasance or any breach of duty to any Company under this Act or any previous Companies Act in the last five years.
- has not incurred disqualification under Section 164 (2) of the Companies Act, 2013 in the previous financial year and he stands free from any disqualification from being appointed as a Director and fulfills the conditions specified in Companies Act, 2013, Rules made thereunder and Listing Regulations, for being appointed as an Additional Director in the category of a Non-Executive Independent Director for a period of Five (5) years with effect from 17<sup>th</sup> July,2024.
- is not required to obtain security clearance from the Ministry of Home Affairs, Government of India, before being appointed as a Director.

**4. Reconstitution of Sub Committees of the Board**

Consequent to the induction of Additional Directors, the Board of Directors has approved the Reconstitution of the following sub committees as follows with effect from the closure hours of 17<sup>th</sup> July, 2024.

**I. Audit Committee**

<b>Name</b>	<b>Designation</b>
1.Mr.Sunil Tandon	Chairman
2.Mr.Moturu Siva Ram Prasad	Member
3. Mr.Tatineni Yoganand	Member



## II. Nomination and Remuneration Committee

Name	Designation
1.Mr.Sunil Tandon	Chairman
2. Mrs.Uma Kumari Kamalapuri	Member
3. Mr.Tatineni Yoganand	Member

## III. Corporate Social Responsibility Committee

Name	Designation
1.Mr.Sunil Tandon	Chairman
2. Mr.Tatineni Yoganand	Member
3. Mr.Moturu Siva Ram Prasad	Member

## IV. Stakeholder Relationship Committee

Name	Designation
1.Mr.Sunil Tandon	Chairman
2. Mr.Tatineni Yoganand	Member
3. Mr.Moturu Siva Ram Prasad	Member

## 5. Resignation of Mrs.Uma Tiruveedula as an Independent Director.

Mrs.Uma Tiruveedula(DIN:09754712) has tendered her resignation as Independent Director of the Company, with effect from closure of business hours on 17<sup>th</sup> July 2024, citing pre-occupation and other personal commitments.

The resignation letter received from Mrs.Uma Tiruveedula is enclosed herewith.

**The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.**

S.No	Particulars	Details
1	Reason for Change - Resignation.	Resignation of Mrs.Uma Tiruveedula(DIN: 09754712)as Independent Director of the Company, with effect from closure of business hours on 17 <sup>th</sup> July, 2024.





2	Date of cessation	Closure of Business Hours of 17 <sup>th</sup> July, 2024.
3	Brief profile (in case of appointment)	Not Applicable
4	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable
5	Information as required under BSE Circular Number LIST/COM/14/2018-19 and NSE circular no. NSE/CML/2018/24 dated June 20, 2018.	Not Applicable
<b><u>Additional Information</u></b>		
6.	Letter of Resignation along with detailed reason for resignation.	Placed as an Annexure.
7.	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.	NIL
8.	The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reason other than those provided.	Mrs. Uma Tiruveedula has confirmed that there are no material reasons for her resignation other than those mentioned in her resignation letter.

## 6. Resignation of Mr. Kunaparaju Vijayarama Raju as an Independent Director.

Mr. Kunaparaju Vijayarama Raju (DIN:07868050) has tendered his resignation as an Independent Director of the Company, with effect from closure of business hours on 17<sup>th</sup> July 2024, citing pre-occupation and other personal commitments.

The resignation letter received from Mr. K V Raju is enclosed herewith.

**The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.**



S.No	Particulars	Details
1	Reason for Change - Resignation.	Resignation of Mr.Kunaparaju Vijayarama Raju (DIN: 07868050) as an Independent Director of the Company, with effect from closure of business hours on 17 <sup>th</sup> July, 2024.
	Date of cessation	Closure of Business Hours of 17 <sup>th</sup> July, 2024.
3	Brief profile (in case of appointment)	Not Applicable
4	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable
5	Information as required under BSE CircularNumber LIST/COM/14/2018-19 and NSE circular no. NSE/CML/2018/24 dated June 20, 2018.	Not Applicable
<b><u>Additional Information</u></b>		
6.	Letter of Resignation along with detailed reason for resignation.	Placed as an Annexure.
7.	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.	NIL
8.	The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reason other than those provided.	Mr.Kunaparaju Vijayarama Raju has confirmed that there are no material reasons for his resignation other than those mentioned in his resignation letter.



**7. Resignation of Mr.Dinakar Vemulapalli as a Non-Executive Director.**

Mr.Dinakar Vemulapalli (DIN: 00946199)) has tendered his resignation as Non- Executive Director of the Company, with effect from closure of business hours on 17<sup>th</sup> July 2024, citing pre-occupation and other personal commitments.

The aforesaid meeting commenced at 11:00 AM and concluded at 01:00 PM.

Kindly take the above information on your records.

Thanking you.

**For Oil Country Tubular Limited**

**Sudhir Kumar Pola**  
**Company Secretary & Compliance Officer**  
**M.No.F8999**

**Enclosure:-A/a.**

17-July-2024

**To**  
The Board of Directors  
Oil Country Tubular Limited  
"Kamineni", King Koti  
Hyderabad-01

**Dear Sir/Madam,**

**Sub:** Resignation as an Independent Director of the company

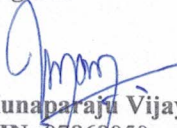
This is to inform that due to my pre-occupation and other personal commitments, I hereby tender my resignation as Independent Director of the company with effect from the closing hours of Wednesday, 17<sup>th</sup> July, 2024.

I hereby confirm that there are no material reasons for my resignation other than those mentioned above.

I take this opportunity to thank the Board and other committee members for the support extended to me during my tenure as an Independent Director of the company.

I wish the company all the best in their future endeavors.

**Regards**

  
**Kunaparaju Vijayamaraju**  
DIN: 07868050

17-July-2024

To  
The Board of Directors  
Oil Country Tubular Limited  
"Kamineni", King Koti  
Hyderabad-01

Dear Sir/Madam,

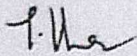
**Sub:** Resignation as an Independent Director of the company

This is to inform that due to my pre-occupation and other personal commitments, I hereby tender my resignation as Independent Director of the company with effect from the closing hours of Wednesday, 17<sup>th</sup> July, 2024.

I hereby confirm that there are no material reasons for my resignation other than those mentioned above.

I take this opportunity to thank the Board and other committee members for the support extended to me during my tenure as an Independent Director of the company.

Regards



Uma Tiruveedula  
DIN: 09754712