

Oil Country Tubular Limited

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CIN: L26932TG1985PLC005329, GSTIN: 36AAACO2290H1ZJ



Date:11-12-2024

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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Dear Sir/Madam,

Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Proceedings and Voting Results of Extra Ordinary General Meeting.

The Extra Ordinary General Meeting ("EGM") of the Company is held on Wednesday, 11th December, 2024 at 11:00 A.M. (IST) through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM"), without the Physical presence of its members at a common venue, to transact the business as stated in the EGM Notice dated 11-November-2024 ('Notice'). All the items of business contained in the Notice were transacted and passed by the Members with the requisite majority.

In this regard, we are enclosing the following:

1. Proceedings of the EGM of the Company, as required under Regulation 30, Part A of Schedule III to the Listing Regulations, attached as **Annexure - 1**.
2. Combined voting results of the remote e-Voting together with the voting conducted during the Proceedings of the EGM, in relation to the items of business transacted at the EGM, as required under Regulation 44 of the Listing Regulations, attached as **Annexure - 2**.
3. The consolidated report of scrutinizer for remote e-voting prior & during EGM pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, attached and marked as **Annexure - 3**.

The Voting Results along with the Scrutinizer's Report are being uploaded on the website of the Company at www.octlindia.com



The Extra Ordinary General Meeting commenced at 11:00 AM and concluded at 11:45 AM (IST).

This is for your information and record.

Thanking you,

Yours Faithfully,

For Oil Country Tubular Limited

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





Annexure - 1

PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF OIL COUNTRY TUBULAR LIMITED

The Extra Ordinary General Meeting of the members of Oil Country Tubular Limited is held on Wednesday, 11th December 2024 at 11:00 A.M.(IST) through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”) in accordance the applicable provisions of Companies Act, Circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (“SEBI”).

MEMBERS PRESENT THROUGH VIDEO CONFERENCING: 67

The meeting commenced at 11:00 A.M.

Mr. Sudhir Kumar Pola, Company Secretary and Compliance Officer welcomed all the members and the dignitaries to the Extra Ordinary General Meeting and informed that the same is conducted through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”) without the physical presence of the Members at a common venue, in accordance with circular issued by the Ministry of Corporate Affairs and SEBI.

The Chairman, Sri K.Suryanarayana commenced the proceedings of the EGM.

The Chairman took the Chair and confirmed the requisite quorum being present, ordered the meeting to commence and introduced himself and acknowledge the presence of Mr.Sunil Tandon,Non-Executive Independent Director and Chairperson of the Audit Committee, Mrs.K.Uma Kumari,Non-Executive Independent Woman Director, Mr.M.Siva Ram Prasad, Non-Executive Independent Director , Mr.T.Yoganand, Non-Executive Independent Director and Mr.VV Parlikar, Non-Executive Independent Director.

Representatives of Statutory Auditors were also present at the meeting.

Thereafter, the Chairman had addressed the members of the Company.

With the permission of the members, the Notice of the Extra Ordinary General Meeting was taken as read.

The following items of business were transacted in the Extra Ordinary General Meeting.



S.No	Resolution	Category
Special Business:		
Item No.1	Reclassification of Authorized Share Capital And Consequent Alteration Of Memorandum And Articles Of Association	Special Resolution
Item No.2	Alteration of Articles of Association To Include Issuance Of Preference Shares	Special Resolution
Item No.3	Conversion of Outstanding Loans Into Zero Coupon Optionally Convertible Non- Cumulative Preference Shares (“OCPS”)	Special Resolution
Item No.4	Issuance of Upto 1,38,46,154 Zero Coupon Optionally Convertible Non-Cumulative Preference Shares	Special Resolution

The Company Secretary informed that Mr. Mohit Gurjar (M.No:20557) (CP No: 18644), Practicing Company Secretary was appointed as the Scrutinizer to supervise the remote e-voting & e-voting during EGM. The Company Secretary thanked the Members for attending and participating at the meeting. He also thanked the Directors for joining the Meeting virtually. The e-Voting facility was kept open for the next 30 minutes to enable the Members to cast their votes.

The Chairman authorized the Company Secretary to carry out the voting process and declare the results of the consolidated voting. He informed the Members that the consolidated voting results along with the Scrutinizer's Report will be placed on the Company's website www.octlindia.com.

Further, the results will also be forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited and National Stock Exchange of India Limited and be made available on their respective websites.



ANNEXURE-2

OIL COUNTRY TUBULAR LIMITED	
Date of the EGM	11.12.2024
Total number of shareholders on record date	29581
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	4
Public:	63
No. of Shareholders attended the meeting through Video Conferencing	67
Number of Resolutions passed in the Extra Ordinary General Meeting	Four (4)

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				RECLASSIFICATION OF AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	21799431	18465765	84.7076	18465765	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		21799431	18465765	84.7076	18465765	0	100.0000
Public- Institutions	E-Voting	57040	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		57040	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	22433059	3981683	17.7492	3981535	148	99.9963	0.0037
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		22433059	3981683	17.7492	3981535	148	99.9963
Total		44289530	22447448	50.6834	22447300	148	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	



Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				ALTERATION OF ARTICLES OF ASSOCIATION TO INCLUDE ISSUANCE OF PREFERENCE SHARES				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	21799431	18465765	84.7076	18465765	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	21799431	18465765	84.7076	18465765	0	100.0000	0.0000
Public- Institutions	E-Voting	57040	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	57040	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	22433059	3981683	17.7492	3981535	148	99.9963	0.0037
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	22433059	3981683	17.7492	3981535	148	99.9963	0.0037
Total		44289530	22447448	50.6834	22447300	148	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	



Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				CONVERSION OF OUTSTANDING LOANS INTO ZERO COUPON OPTIONALLY CONVERTIBLE NON-CUMULATIVE PREFERENCE SHARES (DCPS)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	21799431	18465765	84.7076	18465765	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		18465765	84.7076	18465765	0	100.0000	0.0000
Public- Institutions	E-Voting	57040	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	22433059	3981483	17.7483	3981335	148	99.9963	0.0037
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3981483	17.7483	3981335	148	99.9963	0.0037
Total		44289530	22447248	50.6830	22447100	148	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	



Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				ISSUANCE OF UPTO 1,38,46,154 ZERO COUPON OPTIONALLY CONVERTIBLE NON- CUMULATIVE PREFERENCE SHARES				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	21799431	18465765	84.7076	18465765	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	21799431	18465765	84.7076	18465765	0	100.0000	0.0000
Public- Institutions	E-Voting	57040	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	57040	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	22433059	3981483	17.7483	3981335	148	99.9963	0.0037
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	22433059	3981483	17.7483	3981335	148	99.9963	0.0037
Total		44289530	22447248	50.6830	22447100	148	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	



To
The Chairman
Oil Country Tubular Limited
Kamineni, 3rd Floor, King Koti
Hyderabad - 500001 Telangana

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted prior to the Extra ordinary General Meeting of M/s Oil Country Tubular Limited held on Wednesday, 11th December, 2024 at 11.00 a.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM') and remote e-voting conducted during the EGM, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015.

I, Mohit Gurjar, Partner of M/s. P. S. Rao & Associates, Practicing Company Secretaries, having office at Flat No. 10, 4th Floor, Ishwarya Nilayam, Dwarakapuri Colony, Punjagutta, Hyderabad- 500082, had been appointed as the Scrutinizer by the Board of Directors of M/s Oil Country Tubular Limited ("**the Company**") pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct & scrutinize the remote e-voting process in respect of the below mentioned resolutions proposed at the Extra ordinary General Meeting ("**EGM**") of the Company held on Wednesday, 11th December, 2024 at 11.00 a.m. (IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said EGM.

The Notice dated 11th November, 2024, convening the EGM, as confirmed by the Company was sent, in respect of the below mentioned resolutions proposed at the EGM of the Company through electronic mode, to those Members whose email addresses are registered with the Company/Depositories, in compliance with MCA Circulars and SEBI Circulars issued from time to time in this regard

The Company had availed the e-voting facility offered by National Securities Depository Limited ("**NSDL**") for conducting remote e-voting before and during the EGM by the shareholders of the Company.

The voting period for remote e-voting commenced on Sunday, 8th December, 2024 at 9.00 a.m. (IST) and ended on Tuesday, 10th December, 2024 at 5.00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.



The Company had also provided remote e-voting facility to the shareholders present at the EGM through VC/ OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date i.e. Wednesday, 4th December, 2024, were entitled to vote on the resolutions as contained in the Notice of the EGM.

After the closure of remote e-voting during the EGM, the report on votes cast under remote e-voting prior to and during the EGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the EGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the EGM on the resolutions contained in the Notice of the EGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

Further, I would also like to mention that Shareholders who have split their votes into "Assent" as well as "Dissent" in respect of each DP ID/Client ID or Folio No., for the same resolution has been considered as invalid votes.

I now submit my consolidated report as under on the results of the remote e-voting done prior to and during the EGM in respect of the said resolutions.

Resolution 1: Special Resolution

Reclassification of Authorized share capital and consequent alteration of Memorandum and Articles of association:

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
113	22447300	99.999

(i) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	148	0.001



(ii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution 2: Special Resolution

Alteration of Articles of association to include issuance of Preference shares:

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
113	22447300	99.999

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	148	0.001

(iii) Invalid votes:

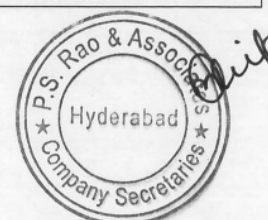
Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution 3: Special Resolution

Conversion of outstanding loans into zero coupon Optionally Convertible Noncumulative Preference shares ("OCPS"):

(i) * Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
101	3981335	99.999



(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	148	0.001

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Since Promoter and Promoter group were interested in resolution No. 3 the total of 1,84,65,765 Votes casted in favour of the resolution by them were not considered*

Resolution 4: Special Resolution

Issuance of upto 1,38,46,154 zero coupon Optionally Convertible Non- Cumulative Preference Shares:

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
112	22447100	99.999

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	148	0.001

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0



I hereby confirm that I am maintaining the Registers received from the Service Provider, in respect of the votes cast through remote e-voting by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You.
Yours faithfully,

**For P.S.Rao & Associates,
Company Secretaries**

Mohit

**Mohit Gurjar
Company Secretary
CP No. 18644**



Place: Hyderabad
Date: 11-12-2024
UDIN: A020557F003344317