

Oil Country Tubular Ltd.

9, Kanchanjunga, King Koti Road, Hyderabad - 500 001
Telangana, India. 📞 +91 40 2478 5555, 📠 +91 40 2475 9299
CIN: L26932TG1985PLC005329, GSTIN: 36AAACO2290H1ZJ



OCTL/SEC/11277/2022
5th September 2022

Bombay Stock Exchange Ltd
BSE's Corporate Relationship Dept
1st Floor, New Trading Ring
Routunga Building, P J Towers
Dalal Street
MUMBAI — 400 001

National Stock Exchange of India Ltd
Exchange Plaza
5th Floor, Plot No: C/1
G—Block, Bandra Karla Complex
Bandra East
MUMBAI — 400 051

Dear Sirs,

Sub: Notice of the 36th Annual General Meeting (AGM)

Ref: BSE Scrip Code: 500313; NSE Scrip Code: OILCOUNTUB.

We hereby inform you that the 36th Annual General Meeting (AGM) of the Company will be held on Wednesday, the 28th September 2022 at 03.00 P.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) and it is deemed to be held at registered office of the company situated at 9, Kanchanjunga, King Koti Road, Hyderabad — 500 001. A copy of Notice of AGM along with e-voting notice is enclosed herewith.

Pursuant to Section 91 of Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we further inform you that the Register of Members and Share Transfer Books of the Company will be closed from Thursday 22nd September, 2022 to Wednesday 28th September, 2022 (both days inclusive) for the purpose of 36th Annual General Meeting of the Company scheduled to be held on Wednesday, the 28th September, 2022.

This is for your information and record.

Thanking you,

Yours faithfully
for Oil Country Tubular Limited

J Ramamuni Reddy
Chief Financial Officer

Encl. a/a

CC:1)National Security Depository Ltd, Mumbai (ISIN NO: INE 591A01010)
2)Central Depository Services India Ltd, Mumbai (ISIN NO: INE 591A01010)
3) XL Softech System Ltd — Hyderabad

NOTICE TO MEMBERS



Notice is hereby given that the 36th Annual General Meeting of the Members of Oil Country Tubular Limited will be held on Wednesday, the 28th day of September 2022 at 3:00 P.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the business elsewhere mentioned in this Notice. The venue of the Annual General Meeting ('AGM') shall be deemed to be conducted at the Registered Office of the Company at 9, Kanchanjunga, King Koti Road, Hyderabad – 500001, Telangana, India.

Background:

This is to apprise the Members that a Corporate Insolvency Resolution Process ('CIRP') has been initiated against the Company under the provisions of Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC') by the National Company Law Tribunal, Hyderabad Bench ('Adjudicating Authority'), vide Order dated 28th January 2020, in CP (IB) No.220/07/HDB/2019 ('Order'). Further, vide the Order and pursuant to Section 17 of IBC, the powers of the Board of Directors of the Company stood suspended, and such powers are vested with the Interim Resolution Professional, Mr. Sisir Kumar Appikatla (IP Registration No.IBBI/IPA-001/IP-P00751/2017-18/11283). His appointment was subsequently confirmed by the Committee of Creditors ('CoC') as the Resolution Professional ('RP'). Accordingly, Mr. Sisir Kumar Appikatla in his capacity as RP took control and custody of the management and operations of the Company from 28th January 2020. Consequently, all actions that are required to be taken by the Board of Directors must be given effect to by RP during continuance of CIRP as per the provisions of IBC. In view thereof, 36th AGM of the Members of the Company is being convened by RP.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March 2022 and the Audited Balance Sheet and the Audited Cash Flow Statement as at that date together with Resolution Professional's Report and Auditors' Report thereon.
2. To appoint Auditors and to fix their remuneration and in this regard, pass the following resolution, with or without modification as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s C K S Associates (FRN 007390S), Chartered Accountants, Hyderabad, be and are hereby appointed as Statutory Auditors of the Company for a term of 5 consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 41st Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company."

For OIL COUNTRY TUBULAR LIMITED

Sd/-

Sisir Kumar Appikatla

Resolution Professional

IP Registration No.IBBI/IPA-001/

IP-P00751/2017-18/11283

Place: Hyderabad

Date: 04.09.2022

AFA:AA1/11283/02/241122/103198 (Valid till 24.11.2022)



NOTES:

1. In view of outbreak of the Pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5th May 2020 read with circulars dated 8th April 2020 and 13th April 2020 permitted the holding of AGM through VC / OAVM without physical presence of the Members at a common venue. In compliance with provisions of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), read with MCA Circulars, 36th AGM of the Company is being held through VC / OAVM and the Members can attend and participate in ensuing AGM through VC / OAVM.
2. Pursuant to Section 108 of the Act, the Rules made thereunder, Regulation 44 of SEBI LODR Regulations, and the Secretarial Standards on General Meetings, each as amended, the Company is pleased to provide the Members with facility to cast their votes on all the resolutions set forth in AGM Notice using electronic voting system (e-voting) and has engaged the services of National Securities Depository Limited ('NSDL') to facilitate the same. The detailed instructions of e-voting are provided in the Annual Report.
3. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at AGM, and attendance of the Members through VC / OAVM will be counted for the purpose of reckoning the quorum required under Section 103 of the Act.
4. The Members can join AGM in VC / OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited ('NSDL') e-voting website at www.evoting.nsdl.com. The facility of participation at AGM through VC / OAVM will be made available to at least 1,000 Members on first come first serve basis as per MCA Circulars. The detailed instructions for joining the Meeting through VC / OAVM is provided in the Annual Report.
5. A proxy is allowed to be appointed under Section 105 of the Act to attend and vote at AGM on behalf of a member who is not able to attend personally. Since AGM will be conducted through VC / OAVM, there is no requirement of appointment of proxies. Hence, proxy form and attendance slip including route map are not annexed to this Notice.
6. Pursuant to Section 113 of the Act, Corporate / Institutional Members are entitled to appoint authorized representatives to attend AGM through VC / OAVM on their behalf and cast their votes through e-voting. Corporate / Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of board resolution / authorization letter to the Company at demat@octlindia.com, authorizing its representative(s) to attend and vote through VC / OAVM on their behalf at AGM.
7. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in AGM through VC / OAVM and vote thereat.
8. The proceedings of AGM shall be deemed to be conducted at the Registered Office of the Company which shall be deemed venue of AGM.



9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 and relevant documents referred to in this Notice of AGM, will be available electronically for inspection by the Members during AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to demat@octlindia.com.
10. The Company's Registrar & Transfer Agents for the Share Registry Work (Physical and Electronic) are XL Softech Systems Limited having their office at 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad – 500034, Telangana, Phone: +91-40-23545913, Email: xlfield@gmail.com.
11. The Register of Members and Transfer Books of the Company will be closed from Thursday, 22nd September 2022 to Wednesday, 28th September 2022 (both days inclusive) for the purpose of AGM.
12. Unclaimed dividend for the year(s) 2012-13 and 2013-14 is transferred to IEPF and shareholders who have not received the dividend / encashed the warrants are advised to write to the Company with complete details.
13. Non-Resident Indian Shareholders are requested to inform the Registrars, XL Softech Systems Limited immediately about:
 - a. The change in residential status on return to India for permanent settlement.
 - b. The particulars of bank account maintained in India with complete name, branch, account type, account number and branch address, if not furnished earlier.
14. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT: In accordance with MCA General Circular No.20/2020 dated 5th May 2020 and SEBI Circular No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, and in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the Financial Statements (including Resolution Professional's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended 31st March 2022, pursuant to Section 136 of the Act, and Notice calling AGM, pursuant to Section 101 of the Act, read with the Rules framed thereunder, are being sent only in electronic mode to those Members whose email ids are registered with the Company / the Registrar or the Depository Participant(s).
15. In case of the Members who have not registered their email ids with the Company / the Depositories, please follow below instructions to register email ids for obtaining the Annual Report and login details.
 - a. Demat Shareholders: Contact respective Depository Participant.
 - b. Physical Shareholders: Contact the Company's Registrar & Transfer Agents, XL Softech Systems Limited by sending an email request at xlfield@gmail.com along with signed scanned copy of the request letter providing email id, mobile number, self-attested copy of PAN card and copy of the Share Certificate.
16. A copy of the Notice of AGM along with Annual Report for the Financial Year 2021-22 is available on the Company's website www.octlindia.com and on the websites of the Stock Exchanges where the Shares of the Company are listed, i.e., <https://www.bseindia.com> and <https://www.nseindia.com>.
17. SEBI has mandated the submission of PAN by every participant in the securities market. The Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts and the Members holding shares in physical form should submit their PAN to the Company.

NOTICE TO MEMBERS



18. SUBMISSION OF QUESTIONS / QUERIES PRIOR TO AGM: For ease of conduct of AGM, the Members who wish to ask questions or express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company's investor email id at demat@octlindia.com, at least 48 hours before the time fixed for AGM, i.e., by 3.00 p.m on 26th September 2022, mentioning their name, demat account number / folio number, email id and mobile number. The queries may be raised precisely and in brief to enable the Company to answer them suitably depending on the availability of time at AGM.
19. Alternatively, the Members holding shares as on the cut-off date, i.e., 22nd September 2022, may also visit www.evoting.nsdl.com and follow the procedure given there, to post their queries / views / questions in the window provided, by mentioning their name, demat account number / folio number, email id and mobile number. The window shall be closed 48 hours before the time fixed for AGM, i.e., by 3.00 p.m on 26th September 2022.
20. The Members can also post their questions during AGM through 'Ask A Question' tab, which is available in VC / OAVM Facility.
21. The Company, at AGM, will address the queries received till 3.00 p.m. of 26th September 2022 from those Members who have sent queries from their registered email ids. Please note that questions will be answered only if they continue to hold shares as on the cut-off date.
22. SPEAKER REGISTRATION BEFORE AGM: The Members of the Company, holding shares as on the cut-off date, i.e., 22nd September 2022 and who would like to speak or express their views or ask questions during AGM may register themselves as speakers by visiting www.evoting.nsdl.com and following due procedure. Those Members who have registered themselves as speakers will only be allowed to speak / express their views / ask questions during AGM. The Company reserves the right to restrict number of speakers depending on the availability of time at AGM.
23. The detailed procedure with respect to e-voting at AGM is given at the end of this Annual Report.

For OIL COUNTRY TUBULAR LIMITED

Sd/-

Sisir Kumar Appikatla

Resolution Professional

IP Registration No.IBBI/IPA-001/

IP-P00751/2017-18/11283

Place: Hyderabad

Date: 04.09.2022

AFA:AA1/11283/02/241122/103198 (Valid till 24.11.2022)