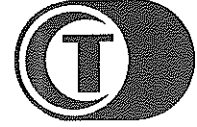


# Oil Country Tubular Ltd.

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



OCTL/SEC/11397/2019  
September 26, 2019

Bombay Stock Exchange Ltd  
BSE's Corporate Relationship Dept  
1<sup>ST</sup> Floor, New Trading Ring  
Routunga Building, P J Towers  
Dalal Street  
MUMBAI – 400 001

National Stock Exchange of India Ltd  
Exchange Plaza  
5<sup>TH</sup> Floor, Plot No: C/1  
G-Block, Bandra Karla Complex  
Bandra East  
MUMBAI – 400 051

Dear Sirs,

**Sub: 33<sup>rd</sup> Annual General Meeting (AGM) and voting results.**  
**Ref: BSE Scrip Code:500313; NSE Scrip Code: OILCOUNTUB.**


In continuation to our letter dated 26<sup>th</sup> August, 2019, please note that the 33<sup>rd</sup> Annual General Meeting of the Company was held on 26<sup>th</sup> September, 2019 and the business mentioned in the Notice dated 20.08.2019 were transacted.

In this regard, please find enclosed the following:

- 1) Summary of proceedings as required under Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure-I.
- 2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be submitted within 3 working days.
- 3) Report of Scrutinizer dated 26<sup>th</sup> September, 2019, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 shall be submitted within 3 working days.
- 4) Annual Report for the financial year 2018-19 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 duly approved and adopted by the shareholders as per the provisions of the Companies Act, 2013.

This is for your information and records.

Yours faithfully,  
For Oil Country Tubular Limited

  
Priyanka Garg  
Company Secretary

Encl:

# Thirty Third Annual Report 2018-2019



**Oil Country Tubular Ltd.**  
India



<b>BOARD OF DIRECTORS</b>	Mr. K Suryanarayana Mr. Sridhar Kamineni Mrs. K Indira Dr. T S Sethurathnam Mr. K V Ravindra Reddy Mr. A P Vitthal	Chairman Managing Director Director (Upto January 17,2019) Director Director Director
<b>COMPANY SECRETARY</b>	Ms. Priyanka Garg (From June 13, 2018)	
<b>REGISTERED OFFICE</b>	9, Kanchanjunga, King Koti Road Hyderabad - 500 001 (TG) Phone No:040 - 2478 5555 Website : <a href="http://www.octlindia.com">www.octlindia.com</a> Email : <a href="mailto:demat@octlindia.com">demat@octlindia.com</a>	
<b>BANKERS</b>	State Bank of India Allahabad Bank Indian Overseas Bank	
<b>AUDITORS</b>	G Nagendrasundaram & Co., Chartered Accountants Flat No,B-502, Pasha Court 6-3-680; Somajiguda Hyderabad - 500 082 (T.G.)	
<b>WORKS</b>	Sreepuram Narketpally Mandalam Nalgonda Dist - 508 254 (T.G.)	
<b>REGISTRARS &amp; SHARE TRANSFER AGENTS</b>	XL Softech Systems Limited 3, Sagar Society, Road No.2 Banjara Hills Hyderabad - 500 034 (T.G.) Phone No: 040 - 2354 5913 Email: <a href="mailto:xlfield@gmail.com">xlfield@gmail.com</a>	

# NOTICE TO MEMBERS



Notice is hereby given that the 33rd Annual General Meeting of Oil Country Tubular Limited will be held on Thursday, the 26th day of September, 2019 at 10.00 A.M. at Taj Mahal Hotel, 2nd Floor, Akshaya Hall, 4-1-999, Abids Road, Hyderabad – 500 001, to transact the following business :

## ORDINARY BUSINESS :

- 1) To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2019 and Balance Sheet as at that date together with Director's Report and Auditor's Report thereon.
- 2) To ratify the appointment of Statutory Auditors of the Company, and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of sections 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, the appointment of M/s G Nagendrasundaram & Co., Chartered Accountants (Firm's Regn. No. 05355S.), approved in the 32nd Annual General Meeting until 36th Annual General Meeting is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting with remuneration as may be decided by the Board of Directors."

## SPECIAL BUSINESS:

- 3) To consider and if thought fit, to pass with or without modification, the following Resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to provisions of Sections 196,197,203 and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time, consent of the Shareholders be and is hereby accorded to the reappointment of Mr. Sridhar Kamineni (DIN:00078815), as Managing Director for a period of five (5) years w.e.f. 01.10.2019, at a remuneration set out in the agreement placed before the meeting and initialled by the Chairman for the purpose of identification."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to alter and vary the terms and conditions of the said agreement in such a manner as may be agreed to by the Board and Mr. Sridhar Kamineni but so as not to exceed the limits specified in Schedule V of the Companies Act, 2013, or any amendment thereto or enactments thereof with effect from such date as may be decided by it."

- 4) To appoint a Director in place of Mr. K.V. Ravindra Reddy whose term expires at this Annual General Meeting and if thought fit, to pass with or without modification, the following Resolution as **Special Resolution**.

**"RESOLVED THAT** Mr. K.V. Ravindra Reddy (DIN: 00083986), be and is hereby appointed as an Independent Director for tenure of five (5) years in pursuant to the provisions of sections 149(4), 149(6) and 152 of the Companies Act, 2013."

- 5) To consider and if thought fit, to pass with or without modification, the following Resolution as **Special Resolution**.

**"RESOLVED THAT** Ms. Lakshmi Kiranmayi Annambotla (DIN: 08536470) who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 20,2019 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member of the Company along with the requisite deposit under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Lakshmi Kiranmayi Annambotla as a candidate for the office of Non-Executive Independent Woman Director, be and is hereby appointed as the Director of the Company."

**"RESOLVED FURTHER THAT** pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Lakshmi Kiranmayi Annambotla (DIN: 08536470), who has submitted a declaration that she meets the criteria for independent and who is eligible for appointment, be and is hereby appointed as Non-Executive Independent Woman Director of the Company for a period of five consecutive years.

By Order of the Board of Directors

Place : Hyderabad  
Date : 20.08.2019

**K SURYANARAYANA**  
Chairman

# NOTICE TO MEMBERS



## NOTES :

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself. A Proxy need not be a member of the Company. Instrument of proxies in order to be effective must be received by the Company not less than 48 hours before the time for holding the meeting.
3. The Register of Members and Transfer Books of the Company will be closed from 23rd September, 2019 to 26th September, 2019 (both days inclusive).
4. Unclaimed dividend for the year(s) 2011-12, 2012-13 and 2013-14 are held in separate Bank accounts and shareholders who have not received the dividend / encashed the warrants are advised to write to the Company with complete details. During the year, the Company has transferred unclaimed dividend amount of ₹ 57,01,958/- on 05.07.2018 out of dividend declared for the financial year 2010-11 to Investor Education and Protection Fund (IEPF) of the Central Government required under Section 125 of the Companies Act, 2013.

The Unclaimed Dividend Amount of ₹61,02,096/- for the financial year 2011-12 is transferred on 5th July, 2019, to Investor Education and Protection Fund (IEPF) of the Central Government required under Section 125 of the Companies Act, 2013 on the completion of (7) Seven years.

5. Non-Resident Indian Shareholders are requested to inform the registrars, M/s. XL Softech Systems Limited immediately:
  - a) The change in the Residential status on return to India for permanent settlement.
  - b) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
6. Corporate members intending to send their authorized representatives for this meeting, pursuant to section 113 of Companies Act, 2013, are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
7. Pursuant to the Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, additional information on Directors seeking appointment / reappointment at the meeting are annexed to this notice.
8. The Ministry of Corporate Affairs ("Ministry"), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. As per the Circular No.17/2011, dated 21.04.2011 and Circular No.18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, under Green initiative in the Corporate Governance all the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail id is [xlfield@gmail.com](mailto:xlfield@gmail.com) mentioning the Company's name i.e., Oil Country Tubular Ltd (OCTL), so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address..

Notices/documents including the Annual Report are now being sent by electronic mode to the shareholders whose e-mail address has been registered with the Company. Members who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail addresses :

- in respect of electronic shareholding - through their respective Depository Participants;
- in respect of physical shareholding - by sending a request to the Company's Share Transfer Agent at [xlfield@gmail.com](mailto:xlfield@gmail.com), mentioning therein the Company's name i.e., Oil Country Tubular Ltd (OCTL), their folio number and e-mail address.

The Annual Report 2018-19 of the Company is also available on the website of the Company [www.octlindia.com](http://www.octlindia.com)

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
10. Members are requested to bring their copies of Annual Report to the meeting, as the same will not be supplied again at the meeting.
11. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts / coupons shall be distributed at the Meeting.
12. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the company is providing e-voting facility to enable shareholders to cast their vote electronically on all the resolutions set forth in the Notice of the 33rd Annual General Meeting to be held on Thursday, the 26th September, 2019 at 10.00 A.M.

The Company has engaged the services of Central Depository Services (India) Limited to provide e-voting platform to the shareholders.

Please refer to the detailed instructions on e-voting at page no. 65-68 of the Annual Report 2018-19. Shareholders holding shares in demat form and shareholders who have registered their email id with the company will also receive the e-voting instructions by email.

By Order of the Board of Directors

Place : Hyderabad  
Date : 20.08.2019

**K SURYANARAYANA**  
Chairman



(Pursuant to section 139(2)(b) of the Companies Act, 2013)

**Item No. 2 :**

The Board of Directors in their 186th meeting held on 25th May, 2017 have approved the appointment of M/s. G. Nagendrasundaram & Co., Firm Registration No.005355S having office at Flat No.B-502, Pasha Court, 6-3-680, Somajiguda, Hyderabad-500 082 as Auditors for a period of five years upto the conclusion of 36th Annual General Meeting subject to approval of the shareholders and ratification by the shareholders every year at the Annual General Meeting.

The Resolution is recommend for your approval.

None of the Directors and Key Managerial Personnel of the Company are interested in the resolution.

**Item No.3:**

Mr. Sridhar Kamineni graduated from BITS, Pilani, Rajasthan, with B.E.(Hons.) Civil Engineering in the year 1987. He is a Master in Civil Engineering from Texas Tech University, Lubbock, Texas, and also a Master in Engineering Management from University of Southern California, Los Angeles, USA.

Soon after his M.S. programs in USA, he underwent training in Oil Country Tubular Goods (OCTG) manufacturing facilities in Houston, USA, and has been associated with Oil Country Tubular Ltd. (OCTL) since 1992 and over the years has grown through the ranks to the position of Chief Executive, Director (International Operations) and appointed as Joint Managing Director in the year 2004 for a period of Five Years.

Mr.Sridhar Kamineni (DIN:00078815) was initially appointed as a Managing Director with effect from 1st October, 2009 for a period of five years upto 30th September, 2014 in the 24th Annual General Meeting. He was reappointed as a Managing Director with effect from 1st October, 2014 to 30th September, 2019 in the 29th Annual General Meeting.

Considering the qualifications, experience in managing the affairs of the Company the Nomination and Remuneration Committee has recommended the reappointment of Mr. Sridhar Kamineni as Managing Director for another period of Five years with effect from 1st October, 2019 subject to the approval of the shareholders in the next Annual General Meeting. He will be paid remuneration and perquisites as recommended by the Nomination and Remuneration Committee as detailed below, within the limits prescribed under sections 196,197,198 and Schedule V and other applicable provisions of the Companies Act, 2013 subject to overall ceiling fixed under Schedule V part 2 section I and II of the Companies Act, 2013 amended from time to time.

Period of Appointment	:	5 Years (i.e. From 01.10.2019 to 30.09.2024)
Pay	:	₹ 3,00,000/- Per Month
Commission	:	Pursuant to Section 197, an amount equal to 4 (Four) percent of the Net Profits of the Company in each Financial Year computed in accordance with Section 198 of the Companies Act, 2013 including salary and Perquisites.

**PERQUISITES:**

- 1) MEDICAL REIMBURSEMENT:** For Self and family, not exceeding one month's Salary in a year or 5 months' salary in a period of 5 years.
- 2) LEAVE TRAVEL CONCESSION:** For Self and family, once in a year to and fro any place in India in accordance with the Rules of the Company.
- 3) CLUB FEES:** Club Fees subject to maximum of 2 Clubs, which will not include admission and life membership fees.

**Apart from the above, he will also be entitled to the following other benefits:**

- a) PROVIDENT FUND, SUPERANNUATION AND GRATUITY:** Provident Fund, Superannuation and Gratuity as per rules of the Company, subject to the ceiling as per the guidelines for managerial remuneration in force from time to time.
- b) CAR:** Company's car for business of the Company



- c) **TELEPHONE:** Provision of telephone at residence will not be considered as perquisite but personal long distance calls shall be billed by the Company.
- d) **ENTERTAINMENT / TRAVELLING:** Reimbursement of travelling, entertainment and other expenses as incurred by him for the business of the Company.
- e) **PRIVILEGE LEAVE:** One Month's leave on full pay and allowance for every eleven months of service, at the end of the tenure as per the Company's Rules.

### **MINIMUM REMUNERATION :**

The Salary and Perquisites and Commission shall be subject to the overall ceiling of 4% of the Net Profits of the Company. However if the Company has no Profits or its Profits are inadequate in any Financial Year, the Company may pay remuneration to the Managing Director by way of Salary, Perquisites and other benefits as provided herein above and as provided under the Act.

The Resolution is recommended for your approval.

None of the Directors and Key Managerial Personnel of the Company except Mr.K. Suryanarayana, Chairman who is related to Mr. Sridhar Kamineni, is interested in the resolution.

### **Item No.4:**

Mr. K.V.Ravindra Reddy aged 77 years is an expert in Corporate Legal affairs. He retired as Chief General Manager (Legal) in Andhra Pradesh Industrial Development Corporation and has rich experience in Corporate Business, Administration and Management. He is a Director on the Board of Directors of the Company for over 27 years and is fit and active.

In the opinion of the Board, Mr. K.V.Ravindra Reddy proposed to be appointed as an Independent Director fulfills the conditions specified in the section 149(6) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and that the proposed director is independent of the Management.

### **Item No.5:**

Ms. Lakshmi Kiranmayi Annambotla aged 48 years is a qualified Company Secretary and has experience related to Companies Act, 2013 and other Acts and has worked as Company Secretary in various Companies.



## To the Members,

The Directors have pleasure in presenting before you the 33rd Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2019.

## FINANCIAL RESULTS :

The performance during the period ended 31st March, 2019 has been as under:

(₹ in Lakhs)

S.No.	Particulars	2018-19	2017-18
1	Gross Income	2810.53	1125.68
2	Profit / (Loss) Before Interest and Depreciation	(4802.67)	(1401.14)
3	Finance Charges	1528.60	1959.96
4	Gross Profit / (Loss)	(6331.27)	(3361.10)
5	Provision for Depreciation	2136.61	2163.13
6	Net Profit / (Loss) Before Tax	(8467.88)	(5524.23)
7	Provision for Tax	(167.58)	(1825.91)
8	Net Profit / (Loss) After Tax	(8300.30)	(3698.32)
9	Balance of Profit brought forward	-	-
10	Balance available for appropriation	(8264.39)	(3702.34)
11	Transfer to General Reserve	8264.39	3702.34

## OPERATIONS:

The Gross Income of the Company is ₹ 2810.53 Lakhs during the current Financial Year 2018-19 as against ₹ 1125.68 Lakhs during the previous Financial Year. Though, the Company had an Order book position of ₹ 270 Crores in the year, an Order worth ₹ 240 Crores was cancelled by the Customer due to non-issue of the Performance Bank Guarantee by the Banks, which had an adverse impact on the Operations and led to low turnover. The Company is working with the Banks for a One Time Settlement in resolving the working capital issues and expects a resolution during the year 2019-20. The Company incurred Liquidated Damages of ₹ 503.03 Lakhs due to late delivery.

## PROSPECTS:

The Company has Orders on hand to the tune of ₹ 40 Crores. The Company expects to have the raw material in place once the resolution on the Working Capital is arrived at, latest by second Quarter of 2019.

The Company products, Casing, Tubing and Drill Pipe, are primarily used in the Oil and Gas sector for the drilling and exploration of Oil and Gas. Demand for Oil & Gas is increasing every year leading to more exploration and drilling for Oil & Gas reserves. The crude oil prices have been fluctuating during the year and the Brent Crude Oil price on an average is at 64 USD/ barrel. Brent crude oil serves as the benchmark price for purchase of oil worldwide.

With the Brent crude oil prices expected to increase, the deployment of rigs will increase further which is presently at 2213 Worldwide. The number of Rigs in operation in India are 121 increasing from 112, the previous year. The active rigs are a direct indication of demand for the casing, tubing and drill pipes, used in drilling, completing, producing and processing hydrocarbons.

Further, the Government of India has issued revised Steel Policy for providing preference to domestically manufactured Iron and Steel Products which includes seamless pipes covering casing, tubing and drill pipes, in Government procurement agencies, thereby strengthening the manufacturing sector.

The Company will be in a position to actively participate in the growing market for the Products once the working capital issues are resolved by second quarter of 2019.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As required under Regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is enclosed as a part of this report.

## CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Your Company has taken adequate steps to adhere to all the stipulations laid down in Reg. 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. A report on Corporate Governance is included as a part of this Annual Report. Certificate from the Statutory Auditors of the company M/s G Nagendrasundaram & Co., Chartered Accountants confirming the compliance with the conditions of Corporate Governance as stipulated under above regulation is included as a part of this report.





## LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2019-20 to NSE and BSE where the Company's Shares are listed.

## DEMATERIALISATION OF SHARES:

96.73% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2019 and balance 3.27% is in physical form. The Company's Registrars are M/s XL Softech Systems Ltd., having their registered office at 3 Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034.

## Number of Board Meetings held :

The Board of Directors duly met 5 times during the financial year from 1st April, 2018 to 31st March, 2019. The dates on which the meetings were held are as follows: 26th April, 2018, 13th June, 2018, 11th August, 2018, 12th November, 2018 and 11th February, 2019.

## Independent Directors Declaration :

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

## DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to Section 134(5) of the Companies Act 2013, Directors of your Company hereby state and confirm that:

- a) in the preparation of the annual accounts for the year ended 31st March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit / (Loss) of the company for the same period;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls in the company that are adequate and were operating effectively.
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

## AUDIT OBSERVATIONS :

Auditors' observations are suitably explained in notes to the Accounts and are self-explanatory.

## AUDITORS:

### i) Statutory Auditors :

M/s.G.Nagendrasundaram & Co., Chartered Accountants, Hyderabad, Statutory Auditors have been appointed for a period of Five Years at the 31st Annual General Meeting until 36th Annual General Meeting subject to ratification every year at the conclusion of next Annual General Meeting.

### ii) Cost Auditors :

The Company is required to appoint Cost Auditors, if the turnover of the Company is more than Rs.100 Crores in the previous year. Since the turnover of the Company is below ₹ 100 Crores threshold during the year 2018-19, the Cost Auditors are not required to be appointed for the year 2019-20.

### iii) Secretarial Audit :

Ms.Manjula Aleti, Practicing Company Secretary in practice was appointed as Secretarial Auditor to conduct the Secretarial Audit of the Company for the year 31st March, 2019 as per the section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report for the year ended 31st March, 2019 (in Form MR-3) submitted by Company Secretary in Practice is enclosed as a part of this report Annexure-A.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :

Information required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is given in the Annexure-B to this report.

## CORPORATE SOCIAL RESPONSIBILITY (CSR) :

In terms of section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors of your Company have constituted a CSR Committee. The Committee comprises of all Independent Directors. CSR Committee of the Board has developed a CSR Policy under Health care and Education activities which are enclosed as part of this report Annexure-C. Additionally, the CSR Policy has been uploaded on the website of the Company at [www.octlindia.com](http://www.octlindia.com) under investors/ policy documents/CSR Policy link.

## VIGIL MECHANISM :

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.octlindia.com](http://www.octlindia.com) under investors / policy documents / Vigil Mechanism Policy link.



## RELATED PARTY TRANSACTIONS :

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year as per Form AOC-2 is enclosed as Annexure-D.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013, the Rules thereunder and the Listing Agreement. This Policy was considered and approved by the Board has been uploaded on the website of the Company at [www.octlindia.com](http://www.octlindia.com) under investors/ policy documents/Related Party Policy link.

## EXTRACT OF ANNUAL RETURN :

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as Annexure-E.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

## REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

### 1) Details of percentage increase in the remuneration paid to Key Managerial Personnel (KMP)

S. No	Name	Designation	Remuneration paid FY 2018-19 (₹ Lakhs)	Remuneration paid FY 2017-18 (₹ Lakhs)	Increase in (%)
1	Mr.K.Suryanarayana	Executive Chairman	39.12	39.12	0
2	Mr.Sridhar Kamineni	Managing Director (KMP)	49.44	49.44	0
3	Mr.Ch.Venkata Sastry	CFO (KMP)(Upto 10-09-2018)	3.89	8.46	0
4	Ms.Priyanka Garg	CS (KMP) (Appointed on 13-06-2018)	1.92	0	0
5	Mr. J Ramamuni Reddy	CFO (KMP) (From 11-02-2019)	1.17	0	0

### 2) Particulars of Employees:

As required under the provisions of Companies Act, 2013 and Rule 5(2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are no employees falling under the category thus no information is required to be given in the report.

## DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY:

The Company has been addressing various risks impacting the Company and the policy of the Company on risk Management is provided elsewhere in this Annual Report in Management Discussion and Analysis.

## ACKNOWLEDGEMENT:

Directors take this opportunity to express their thanks to various departments of the Central and State Government, ONGC, Oil India Limited, Multinational Companies operating in India and Abroad for Oil and Gas Exploration and Drilling, Bankers, Material Suppliers, Customers and Shareholders for their continued support and guidance.

The Directors wish to place on record their appreciation for the dedicated efforts put in by the Engineers and Employees of the Company at all levels.

By Order of the Board of Directors  
For Oil Country Tubular Limited

**K SURYANARAYANA**  
Chairman

Place : Hyderabad  
Date : 08.08.2019

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

[Pursuant to section 204(1) of the Companies Act, 2013 and  
rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019**

To  
The Members  
Oil Country Tubular Limited  
CIN:L26932TG1985PLC005329  
9, Kanchanjunga  
King Koti Road  
Hyderabad -500001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Oil Country Tubular Limited (hereinafter called the "company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. I hereby report that in my opinion, the company has, during the audit period covering the financial year ended 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms, returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - b. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) were not applicable to the Company under the financial year under report:

- a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ;

I further report that the following are other laws specifically applicable to the Company:

- a. Factories Act, 1948;
- b. Industrial Disputes Act, 1947;

- c. The Payment of Wages Act, 1936;
- d. The Minimum Wages Act, 1948;
- e. The Employees Compensation Act, 1923;
- f. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952;
- g. The Payment of Bonus Act, 1965;
- h. Equal Remuneration Act, 1976;
- i. The Environment (Protection) Act, 1986;
- j. The water (Prevention & Control of Pollution) Act, 1974;
- k. Acts as prescribed under Direct tax and Indirect Tax;
- l. Land Revenue laws of the State of Telangana;
- m. Labour Welfare Act of the State of Telangana;
- n. The Hazardous waste (Management, Handling and Transboundary Movement) Rules, 2008.

I report that the applicable financial laws, such as the Direct and Indirect Tax Laws, have not been reviewed under my audit as the same falls under the review of statutory audit and by other designated professionals

I have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by the Institute of Company Secretaries of India (Standards)
- ii) Listing Regulations and uniform Listing Agreement entered into by the company with the BSE Ltd and National Stock Exchange of India Limited and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Companies Act, 2013 Rules, Regulations, Guidelines, Standards, in respect of the above :

I further report that:

- The Board of Directors of the Company is duly constituted with an optimum combination of Executive Directors, Non-Executive Directors and Independent Directors. During our course of audit that we have been informed that Mrs. Kamini Indira, Woman Director, had resigned from the Board of Directors of the company w.e.f 17.01.2019 and the same had been accepted in the Board Meeting held on 11.02.2019.

The management has informed that the Company is in the process of identifying a suitable candidate and once this is done, the Board shall appoint the selected candidate with immediate effect.

- Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting and other business which are not included in the Agenda.
- All decisions at Board Meeting and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or committee of the Board, as the case may be.

I further report that, as per the explanations given to us and the representation made by the Management and relied upon by me, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the audit period under review the company has:

Obtained approval for sale of Processing Plant -2 by way of passing special resolution through postal ballot on 12.04.2018 thereby complying with the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, but the Sale is not concluded as of 31st March, 2019.

For **MANJULA ALETI**  
Company Secretary in Practice

Place : Hyderabad  
Date : 08.08.2019

**CS Manjula A**  
M.No : 31661  
COP : 13279

**Note:** This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.



To  
The Members  
Oil Country Tubular Limited  
CIN:L26932TG1985PLC005329  
9, Kanchanjunga  
King Koti Road  
Hyderabad -500001

My report of even date is to be read along with this letter:

**Management Responsibility:**

1. It is the responsibility of the management of the company to maintain Secretarial records, devise proper system to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility:**

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the company with respect to secretarial compliances.
3. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer:**

6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **MANJULA ALETI**  
Company Secretary in Practice

Place : Hyderabad  
Date : 08.08.2019

**CS Manjula A**  
M.No : 31661  
COP : 13279

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO ETC :**

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder :

**(A) Conservation of Energy :**

- (i) the steps taken or impact on conservation of energy : Energy conservation continues to receive priority attention at all levels. All efforts are made to conserve and optimise use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques.
- (ii) the steps taken by the company for utilising alternate sources of energy
- (iii) the capital investment on energy conservation equipments;

**(B) Technology absorption :**

- (i) the efforts made towards technology absorption; : Updation of Technology is a Continuous process, absorption implemented and adapted by the Company for innovation. Efforts are continuously made to develop new products required in the Engineering Industry & in the Oil and Gas Industry.
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution; : The Company has been able to successfully indigenize the toolings to a large extent and successfully developed new products by virtue of technology absorption, adaptation and innovation.
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) : Not applicable since 5 years period is over
- (a) the details of technology imported;
- (b) the year of import;
- (c) whether the technology been fully absorbed;
- (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;
- (iv) the expenditure incurred on Research and Development. : No expenditure has been incurred on Research and Development during the current Financial Year.

**Expenditure on R&D**

(₹ in Lakhs)

S.No.	Particulars	2018-19	2017-18
A	Capital	-	-
B	Recurring	-	-
C	Total	-	-
D	Total R&D expenditure as a percentage of total turnover	-	-

## CORPORATE SOCIAL RESPONSIBILITY

The Company has constituted Corporate Social Responsibility Committee (CSR) pursuant to provisions of section 135 of Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014. The details are provided herein below :

## ANNEXURE

1.	A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	:	CSR policy of the Company has been uploaded on the Company's website www.octlindia.com under investors/policy documents/CSR Policy link. The projects approved by CSR Committee in the past few years relate to healthcare and education.
2.	The Composition of the CSR Committee.	:	All the Members of CSR Committee are Independent Directors. Dr. T S Sethurathnam - Chairman Mr. K V Ravindra Reddy - Member Mr. A P Vitthal - Member
3.	Average net profit of the company for last three financial years.	:	Average net profit of ₹ NIL (Due to the Losses of last three financial years, there is no CSR expenditure to be spent during the Financial year 2018-19).
4.	Prescribed CSR Expenditure (two percent of the amount as in item 3 above).	:	NIL
5.	A. Carry forward CSR Amount FY 2017-18 B. CSR during the FY 2018-19 C. CSR spent during the FY 2018-19 D. Unspent amount as on FY 2018-19 (A+B-C)	:	₹ 10,04,836/- : NIL : NIL : ₹ 10,04,836/-

## (c) Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No	CSR project or activity identified.	Sector In which The Project Is Covered.	Projects or programs 1) Local area or other 2) Specify the State and district where projects or programs was undertaken.	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs  Sub-heads: (1) Direct on projects or programs- (2) Overheads:	Cumulative Expenditure upto the reporting Period.	Amount spent Direct or through implementing Agency.
-	-	-	-	NIL	-	-	-

## ANNEXURE-D

## FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below :

## 1. Details of contracts or arrangements or transactions not at Arm's length basis :

NIL

## 2. Details of contracts or arrangements or transactions at Arm's length basis :

NIL



**EXTRACT OF ANNUAL RETURN  
FORM NO. MGT 9**

**as on financial year ended on 31.03.2019**

(Pursuant to Section 92 (3) of the Companies Act, 2013 and  
Rule 12(1) of the Company (Management & Administration) Rules, 2014.)

<b>I. REGISTRATION &amp; OTHER DETAILS :</b>			
i	CIN	:	L26932TG1985PLC005329
ii	Registration Date	:	22-02-1985
iii	Name of the Company	:	OIL COUNTRY TUBULAR LIMITED
iv	Category/Sub-category of the Company	:	Company having Share Capital
v	Address of the Registered office & contact details	:	9, Kanchanjunga King Koti Road Hyderabad - 500 001, Telangana Ph: 040-2478 5555 Fax: 040-2475 9299
vi	Whether listed company	:	Yes (Listed in BSE and NSE)
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	:	XL Softech Systems Limited 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034 Phone No: 040 - 2354 5913 Email:xlfield@gmail.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Casing, Tubing and Drill Pipe of a kind used in the Drilling for Oil and Gas, Seamless of Steel (nec)	4128299	100%

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES :**

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
	NIL				



## IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>A. Promoters</b>										
(1) Indian										
a) Individual/HUF	72,10,266	0	72,10,266	16.28	72,10,266	0	72,10,266	16.28	0	0
b) Central Govt.or State Govt.	0	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	1,45,89,165	0	1,45,89,165	32.94	1,45,89,165	0	1,45,89,165	32.94	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL:(A) (1)</b>	<b>2,17,99,431</b>	<b>0</b>	<b>2,17,99,431</b>	<b>49.22</b>	<b>2,17,99,431</b>	<b>0</b>	<b>2,17,99,431</b>	<b>49.22</b>	<b>0</b>	<b>0</b>
(2) Foreign										
a) NRI- Individuals	0	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL : (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter</b>										
<b>(A)= (A)(1)+(A)(2)</b>	<b>2,17,99,431</b>	<b>0</b>	<b>2,17,99,431</b>	<b>49.22</b>	<b>2,17,99,431</b>	<b>0</b>	<b>2,17,99,431</b>	<b>49.22</b>	<b>0</b>	<b>0</b>

# ANNEXURE-E



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>B. PUBLIC SHAREHOLDING</b>										
<b>(1) Institutions</b>										
a) Mutual Funds	2,930	21,700	24,630	0.06	2,930	21,400	24,330	0.05	(300)	(0.01)
b) Banks/ FI	41,972	25,700	67,672	0.15	1,000	25,700	26,700	0.06	(40,972)	(0.09)
c) Central Govt	0	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0	0
g) FIIS	5,400	0	5,400	0.01	5,400	0	5,400	0.01	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(1):</b>	<b>50,302</b>	<b>53,600</b>	<b>97,702</b>	<b>0.22</b>	<b>9,330</b>	<b>47,100</b>	<b>56,430</b>	<b>0.12</b>	<b>(41,272)</b>	<b>(0.10)</b>
<b>(2) Non Institutions</b>										
a) Bodies corporates	17,10,380	11,481	17,21,861	3.89	16,81,103	11,281	16,92,384	3.82	(29,477)	(0.07)
<b>b) Individuals</b>										
i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs	60,78,222	14,21,641	74,99,863	16.93	69,64,251	12,95,221	82,59,472	18.65	7,59,609	1.72
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	24,63,817	0	24,63,817	5.56	25,28,198	0	25,28,198	5.71	64,381	0.15
c) Any Other (specify) NRIs	16,80,612	1,61,500	18,42,112	4.16	16,35,472	93,500	17,28,972	3.90	(1,13,140)	(0.26)
d) Foreign Bodies Corporate	65,99,100		65,99,100	14.90	59,58,999		59,58,999	13.45	(6,40,101)	(1.45)
e) IEPF	22,65,644	0	22,65,644	5.12	22,65,644	0	22,65,644	5.12	0	0
<b>SUB TOTAL (B)(2):</b>	<b>2,07,97,775</b>	<b>15,94,622</b>	<b>2,23,92,397</b>	<b>50.56</b>	<b>2,10,33,667</b>	<b>14,00,002</b>	<b>2,24,33,669</b>	<b>50.66</b>	<b>41,272</b>	<b>0.10</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>2,08,48,077</b>	<b>16,42,022</b>	<b>2,24,90,099</b>	<b>50.78</b>	<b>2,10,42,997</b>	<b>14,47,102</b>	<b>2,24,90,099</b>	<b>50.78</b>	<b>0</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>										
<b>Grand Total (A+B+C)</b>	<b>4,03,42,266</b>	<b>41,57,616</b>	<b>4,42,89,530</b>	<b>100.00</b>	<b>4,28,42,428</b>	<b>14,47,102</b>	<b>4,42,89,530</b>	<b>100.00</b>	<b>0</b>	<b>0</b>

**ANNEXURE-E****(II) SHARE HOLDING OF PROMOTERS :**

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	M/s United Steel Allied Industries (P) Ltd	1,44,89,165	32.715	0	1,44,89,165	32.715	32.715	0
2	M/s Kamineni Health Services (P) Ltd	100,000	0.226	0	100,000	0.226	0	0
3	Mr.K Suryanarayana	3600	0.008	0	3600	0.008	0	0
4	Mrs. K Indira	210,000	0.474	0	210,000	0.474	0	0
5	Dr. K Shashidhar	5,000	0.011	0	5,000	0.011	0	0
6	Mrs. K Satya Sree	624,000	1.409	0	624,000	1.409	0	0
7	Mrs. B Ushasree	624,000	1.409	0	624,000	1.409	0	0
8	Mr. K Sridhar	4,666	0.011	0	4,666	0.011	0	0
9	Mrs. K Vasundhara	280,000	0.632	0	280,000	0.632	0	0
10	Mrs. K Seemanthini	624,000	1.409	0	624,000	1.409	0	0
11	Mrs. K Gayatri Devi	671,000	1.515	0	671,000	1.515	0	0
12	Ms. Sri Puja Kamineni	499,000	1.127	0	499,000	1.127	0	0
13	Ms. Pavani Bandaru	499,000	1.127	0	499,000	1.127	0	0
14	Ms. K Bhargavi	671,000	1.515	0	671,000	1.515	0	0
15	Mr. B Sri Aditya	499,000	1.127	0	499,000	1.127	0	0
16	Mr. Sai Surya Kiran Kamineni	499,000	1.127	0	499,000	1.127	0	0
17	Ms. K Sri Vaishnavi	499,000	1.127	0	499,000	1.127	0	0
18	Ms. K Indira Devi	499,000	1.127	0	499,000	1.127	0	0
19	Mr. K Siva Surya Teja	499,000	1.127	0	499,000	1.127	0	0
	<b>Total</b>	<b>2,17,99,431</b>	<b>49.22</b>		<b>2,17,99,431</b>	<b>49.22</b>	<b>32.715</b>	<b>0</b>



## (iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE) :

Sl. No		Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	At the beginning of the year	2,17,99,431	49.22	2,17,99,431	49.22
2	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0	0	0
3	At the end of the year	2,17,99,431	49.22	2,17,99,431	49.22

## (iv) Shareholding Pattern of top ten Shareholders

(other than Directors, Promoters &amp; Holders of GDRs &amp; ADRs) :

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the Year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	UMW India Ventures (I) Ltd.	6599100	14.90	5958999	13.45
2	Investor Education and Protection Fund	2265644	5.12	2265644	5.12
3	Kumar Lalchand Gandhi	908800	2.05	1023800	2.31
4	JM Financial Services Ltd.	366924	0.83	607916	1.37
5	Gajendrakumar Punamchand Malu	318108	0.72	318108	0.72
6	Venkat Annapareddy	243985	0.55	283840	0.64
7	M Srinivasa Rao	188000	0.42	261024	0.59
8	Raj Kuraparti Reddy	339527	0.77	246611	0.56
9	Venkata Krishna Rao Attaluri	195969	0.44	195969	0.44
10	Chandra Kumar Dhanuka	205000	0.46	128636	0.29

## (v) Shareholding of Directors and Key Managerial Personnel :

Sl. No	For Each of the Directors & KMP	Shareholding at the end of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	<b>Shareholding of Key Managerial Personnel :</b>				
	<b>Mr. Sridhar Kamineni</b>				
	At the beginning of the year	4,666	0.01	4,666	0.01
	Transfer to Promoter Group	-	-	-	-
	At the end of the year	4,666	0.01	4,666	0.01
2.	<b>Mr.Ch Venkata Sastry</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
3	<b>Mr.J Ramamuni Reddy</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
4	<b>Ms.Priyanka Garg</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
5	<b>Shareholding of Directors :</b>				
	<b>Mr.K.Suryanarayana</b>				
	At the beginning of the year	3,600	0.008	3,600	0.008
	Transfer to Promoter Group	-	-	-	-
	At the end of the year	3,600	0.008	3,600	0.008
6	<b>Dr. T S Sethurathnam</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
7	<b>Mr.K.V.Ravindra Reddy</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
8	<b>Mr. A P Vitthal</b>				
	At the beginning of the year	2,500	0.006	2,500	0.006
	At the end of the year	2,500	0.006	2,500	0.006
9	<b>Mrs. K.Indira (Upto17.01.2019)</b>				
	At the beginning of the year	2,10,000	0.47	2,10,000	0.47
	At the end of the year	2,10,000	0.47	2,10,000	0.47

**V. INDEBTEDNESS :**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ In Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (I+ii+iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
Change in Indebtedness during the financial year				
• Addition	Nil	Nil	Nil	Nil
• Reduction	Nil	Nil	Nil	Nil
<b>Net Change</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (I+ii+iii)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A) Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ In Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. K Suryanarayana, Executive Chairman	Mr. Sridhar Kamineni Managing Director	
1.	Gross salary	39.12	39.12	78.24
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	10.32	10.32
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit			
	- others, specify...			
5.	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>39.12</b>	<b>49.44</b>	<b>88.56</b>

## B) Remuneration to other Directors :

(₹ In Lakhs)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Dr.T S Sethurath nam	Mr.K V Ravindra Reddy	Mr.A P Vitthal	Mrs K Indira upto 17-01-2019	
1.	Independent Directors <ul style="list-style-type: none"> <li>• Fee for attending Board committee meetings</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>	1.44	1.65	1.65	-	4.74
	<b>Total (1)</b>	<b>1.44</b>	<b>1.65</b>	<b>1.65</b>	<b>-</b>	<b>4.74</b>
2.	Other Non-Executive Directors <ul style="list-style-type: none"> <li>• Fee for attending Board committee meetings</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>	-	-	-	0.63	0.63
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.63</b>	<b>0.63</b>
	<b>Total (B) = (1 + 2)</b>	<b>1.44</b>	<b>1.65</b>	<b>1.65</b>	<b>0.63</b>	<b>5.37</b>

## C) Remuneration To Key Managerial Personnel Other than MD/Manager/WTD :

(₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1.	Gross salary <ul style="list-style-type: none"> <li>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961</li> <li>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961</li> <li>(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961</li> </ul>	1.92	5.06	6.98
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission <ul style="list-style-type: none"> <li>- as % of profit</li> <li>- others, specify...</li> </ul>	-	-	-
5.	Others, please specify	-	-	-
	<b>Total</b>	<b>1.92</b>	<b>5.06</b>	<b>6.98</b>

Ms. Priyanka Garg, Company Secretary Remuneration paid from 13.06.2018

## VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made If any (give details)
<b>A. COMPANY</b>					
Penalty Punishment Compounding			None		
<b>B. DIRECTORS</b>					
Penalty Punishment Compounding			None		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty Punishment Compounding			None		





## a) Structure and Developments, Opportunities and Threats, Performance, Outlook, Risks and Concerns:

The revenue from Operations during the current Financial Year 2018-19 is ₹ 2538.51 Lakhs as against ₹ 1067.10 Lakhs during the previous year. Physical Exports during the year has been ₹ 1093.44 Lakhs as against ₹ 719.00 Lakhs during the previous year. With the demand for crude oil expected to rise from the present average of 64 USD/ barrel, an increase in drilling and exploration will continue leading to an increase in the number of active rigs which is presently at 2213 worldwide, with 121 rigs active in India, in addition to workover rigs. The increase in the drilling and exploration activities will have a positive impact on the Company products, namely, Casing, Tubing and Drill Pipe.

India is the 3rd largest consumer of oil in the World and the oil imports constitute about 84% of India's total domestic oil consumption. With the demand for oil and gas continuing to increase every year, India aims to reduce the oil and gas imports from 84% to 62% by 2022.

To facilitate ease of doing business in India and to attract Foreign Investments in the Oil and Gas sector, Government of India introduced Hydrocarbon Exploration & Licensing Policy which provides a uniform licensing system to explore and produce all hydrocarbons such as oil, gas, coal bed methane, shale oil/ gas under a single licensing framework encouraging private and global oil companies in participating in the oil and gas exploration program.

ONGC has raised its drilling activities in recent years, thereby increasing the requirement of the tubular products.

The revised Steel Policy issued by Ministry of Steel, provides preference to domestically manufactured Iron and Steel Products which includes seamless pipes covering casing, tubing and drill pipes, in Government procurement agencies, thereby providing a safeguard to the domestic manufacturers.

During the past few years, the Company has been facing Working Capital constraints which led to lost opportunities. The Company is discussing with the Banks for the resolution of the Working Capital issues and expects to have a resolution by second quarter of 2019, and thereon, the Company will be in a position to actively participate in the growing market for the Products. SBI has filed in NCLT and the petition is not admitted as of today as both SBI and Company are discussing on a resolution.

To reduce the liabilities, finance cost, and augment the working capital, the Board approved the asset sale of Processing Plant 2 and obtained the approval of the shareholders. The sale is expected to be completed during the year.

The Industry faces the risk of Countries getting into protectionist economy using trade barriers, political uncertainty and geopolitical tensions in the Middle East. Raw material prices have tendency to fluctuate as per the economic conditions leading to an impact on the margins of the Company. Any slowdown in the economy will have a negative impact on the Oil and Gas exploration and drilling, leading to lower demand for the Tubulars and Drilling products.

## b) Internal Control Systems and their Adequacy :

Management has put in place effective Internal Control Systems to provide reasonable assurance for:

- Safeguarding Assets and their usage.
- Maintenance of Proper Accounting Records and
- Adequacy and Reliability of the information used for carrying on Business Operations.

**Key elements of the Internal Control Systems are as follows:**

- (i) Existence of Authority Manuals and periodical updating of the same for all Functions.
- (ii) Existence of clearly defined organizational structure and authority.
- (iii) Existence of corporate policies for Financial Reporting and Accounting.
- (iv) Existence of Management information system updated from time to time as may be required.
- (v) Existence of Annual Budgets and Long Term Business Plans.
- (vi) Existence of Internal Audit System.
- (vii) Periodical review of opportunities and risk factors depending on the Global / Domestic Scenario and to undertake measures as may be necessary.

The Company has appointed an Independent Auditor to ensure compliance and effectiveness of the Internal Control Systems in place.



The Audit Committee is regularly reviewing the Internal Audit Reports for the auditing carried out in all the key areas of the operations. Additionally the Audit Committee approves all the audit plans and reports for significant issues raised by the Internal and External Auditors. Regular reports on the business development, future plans and projections are given to the Board of Directors. Internal Audit Reports are regularly circulated for perusal of Senior Management for appropriate action as required.

Normal foreseeable risks of the Company's assets are adequately covered by comprehensive insurance. Risk assessments, inspections and safety audits are carried out periodically.

**c) Financial and Operational Performance :**

The Highlights of Financial Operational Performance are given below :

(₹ In Lakhs)

S.No.	Particulars	2018-19	2017-18
1	Sales / income from operations	2538.50	1067.09
2	Other Income	272.03	58.59
3	Sub-total	2810.53	1125.68
4	Total Expenditure (Before interest)	9749.82	4689.96
5	Profit/(Loss) Before Interest, Tax and Exceptional Items	(6939.28)	(3564.27)
6	Earnings before Interest, Depreciation and Tax	(4802.67)	(1401.14)
7	Profit/(Loss) After Tax and Exceptional Items	(8300.30)	(3698.32)
8	No. of Months Receivables (Receivables / Sales X 12)	0.38	1.32
9	Current Ratio (Current Assets / Current Liabilities)	0.43	0.57

**d) Human Resources Development and Industrial Relations :**

The Company has constituted an Internal Complaint Committee (ICC) in pursuant to the provisions of Companies Act, 2013 for prevention, prohibition and redressal of complaints / grievances on the sexual harassment of women at work places.

The Company continued the welfare activities for the employees, which include Medical Care, Group Insurance, and Canteen Facility. To enrich the skills of employees and enrich their experience, the Company arranges, Practical Training Courses by Internal and External Faculty.

**e) Cautionary Statement :**

Statements in the Management Discussion and Analysis and Directors Report describing the Company's strengths, strategies, projections and estimates, are forward-looking statements and progressive within the meaning of applicable laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors. Readers are cautioned not to place undue reliance on the forward looking statements.

By Order of the Board of Directors  
For **Oil Country Tubular Limited**

Place : Hyderabad  
Date : 08.08.2019

**K SURYANARAYANA**  
Chairman



In accordance with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, your Company is complying with the guidelines. The report for current year is as follows:

## 1) Company's Philosophy :

The Company's policies, practices and philosophy adopted since inception are in line with Corporate Governance. These policies, practices are required periodically to ensure its effective compliance. The composition of Board of Directors is well balanced with a view to manage the affairs of the Company efficiently and professionally. The Company's philosophy is to produce Oil Country Tubular Goods (Casing, Tubing etc.) and other Drilling Products of high quality conforming to the International Standards and provide satisfaction to all stakeholders including customers, shareholders and employees.

## 2) Board of Directors

The Board of Directors of the Company have an optimum combination of Executive, Non-Executive and Independent Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization. The Board of the Company comprises Six Directors that includes one Woman Director.

### (i) Composition and Category of Directors as of March 31, 2019 is as follows :

Category	No. of Directors	%
Executive Directors	2	33.33
Non Executive & Independent Directors	3	50.00
Non Executive & Woman Director (Upto January 17, 2019)	1	16.67
Total	6	100.00

### (ii) Number of Board Meetings held, dates on which held :

The Board of Directors duly met 5 times during the financial year from 1st April, 2018 to 31st March, 2019. The dates on which the meetings were held are as follows :

26th April, 2018, 13th June, 2018, 11th August, 2018, 12th November, 2018, and 11th February, 2019.

### (iii) Attendance of each Director at the Board Meetings and the last AGM held on 10.08.2018 :

Name of the Director	No. of Board Meetings Attended	Last AGM attendance (Yes / No)
Mr. K Suryanarayana	5	Yes
Mr. Sridhar Kamineni	5	Yes
Dr. T S Sethurathnam	4	Yes
Mr. K V Ravindra Reddy	5	Yes
Mr. A P Vitthal	5	Yes
Mrs. K. Indira (Upto 17-1-2019)	3	No



## (iv) Particulars of Directorships of other Companies

### OTHER DIRECTORSHIPS AS OF MARCH 31, 2019

Name of the Director and Designation	Name of the Company	Position
1. Mr. K Suryanarayana Chairman	United Steel Allied Industries Pvt. Ltd. Kamineni Steel and Power India Pvt. Ltd. Kamineni Oncology Centre Pvt. Ltd Kamineni Infrastructure Pvt. Ltd. Kamineni Hospitals Pvt. Ltd. Kamineni Health Care Pvt. Ltd. Kamineni Health Services Pvt. Ltd.	Director Chairman Director Director Director Director Director
2. Mr. Sridhar Kamineni Managing Director	USAI Forge Pvt. Ltd. OMEGA-SVISS Ventures Pvt. Ltd.	Director Director
3. Mrs. K Indira ( Upto January 17,2019)	Nil	Nil
4. Dr. T S Sethurathnam Independent Director	Bright Brothers Ltd Meenakshi Power Pvt.,Ltd.,	Director Director
5. Mr. K V Ravindra Reddy Independent Director	Saptagiri Camphor Ltd Green Park Hotels & Resorts Ltd Medinova Diagnostic Services Ltd Andhra Organics Ltd Dorado Corporation Private Limited Cetus Corporation Private Limited Virchow Laboratories Ltd Virchow Drugs Ltd	Director Director Director Director Director Director Director Director
6. Mr. A P Vitthal Independent Director	Sri Havisha Hospitality & Infrastructure Ltd Smartbike Mobility Pvt. Ltd	Director Director

## v) No. of other Board Committees they are Members / Chairman as on March 31, 2019

Audit Committee	Stakeholders Relationship Committee	Nomination and Remuneration Committee	Corporate Social Responsibility Committee
Dr. T S Sethurathnam Chairman	Mr. K V Ravindra Reddy Chairman	Dr. T S Sethurathnam Chairman	Dr. T S Sethurathnam Chairman
Mr. K V Ravindra Reddy Member	Dr. T S Sethurathnam Member	Mr. K V Ravindra Reddy Member	Mr. K V Ravindra Reddy Member
Mr. A P Vitthal Member	Mr. A P Vitthal Member	Mr. A P Vitthal Member	Mr. A P Vitthal Member

### 3. Independent Directors :

The Company has complied with the definition of Independent as per Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and according to the Provisions of section 149(6) Companies Act, 2013. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

#### Training of Independent Directors :

Whenever new Non-Executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy.



The appointment letters of Independent Directors has been placed on the Company's website at [www.octilndia.com](http://www.octilndia.com) under Investors/ policy documents / independent director's letters link.

#### **Performance Evaluation of Non-Executive and Independent Directors**

The Board evaluates the performance of Non-Executive and Independent Directors every year. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, industry and administration. Their presence on the Board is advantageous and fruitful in taking business decisions.

#### **Separate Meeting of the Independent Directors :**

The Independent Directors held a Meeting on 11th February, 2019 without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. The following issues were discussed in detail :

- i) Reviewed the performance of non-independent directors and the Board as a whole;
- ii) Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- iii) Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### **4) Audit Committee :**

##### **i) Terms of reference :**

The Audit Committee reviews the audit reports submitted by the Internal Auditors and Statutory Auditors, financial results, effectiveness of internal audit processes and the Company's risk management strategy. It reviews the Company's established systems and the Committee is governed by a Charter which is in line with the regulatory requirements as per Section 177 of the Companies Act, 2013 and Part C of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

##### **ii) Composition :**

The Audit Committee of the Company consists of 3 Independent Directors. The Chairman of the Audit Committee is financially literate and majority of them having accounting or related financial management experience. Representative of Statutory Auditor is permanent invitee. Company Secretary acts as Secretary to the Committee.

##### **iii) No. of Meetings held during the year :**

During the year the Committee had 4 Meetings i.e. On 26th April, 2018, 11th August, 2018, 12th November, 2018 and 11th February, 2019.

##### **iv) Composition, name of Members and attendance during the year :**

<b>Name of the Director</b>	<b>Position</b>	<b>No. of Meetings held</b>	<b>No. of Meetings Attended</b>
Dr. T S Sethurathnam	Chairman	4	4
Mr. K V Ravindra Reddy	Member	4	4
Mr. AP Vitthal	Member	4	4

The Chairman of the Audit Committee was present at the last Annual General Meeting.

#### **5) Nomination and Remuneration Committee :**

##### **i) Terms of reference :**

This Committee shall identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independent of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees. The terms of the reference of Nomination and Remuneration Committee covers the areas mentioned under Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 as well as section 178 of the Companies Act, 2013.



**ii) Composition :**

The Nomination and Remuneration Committee of the Company consists of 3 Non-Executive and Independent Directors including Chairman.

**iii) No. of Meetings held during the year :**

During the year No Meeting held.

**iv) Composition, Name of Members :**

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
Dr. T S Sethurathnam	Chairman	Nil	Nil
Mr. K V Ravindra Reddy	Member	Nil	Nil
Mr. AP Vitthal	Member	Nil	Nil

**6) Corporate Social Responsibility Committee (CSR) :**

**i) Terms of reference :**

The Committee formulate and recommend to the Board, a CSR Policy and recommend the amount of expenditure to be incurred on CSR activities. Institute a transparent monitoring mechanism for implementation of CSR projects or programs or activities undertaken by the Company and also monitor CSR policy from time to time.

**ii) Composition :**

The CSR Committee of the Company consists of 3 Non-Executive and Independent Directors.

**iii) No. of Meetings held during the year :**

During the year the Committee had 1 meeting i.e. 11th February, 2019.

**iv) Composition, name of Members and attendance during the year :**

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
Dr. T S Sethurathnam	Chairman	1	1
Mr. K V Ravindra Reddy	Member	1	1
Mr. AP Vitthal	Member	1	1

**7) Stakeholders Relationship Committee :**

**i) Terms of reference :**

The Committee focuses primarily on monitoring expeditious redressal of investors / stakeholders grievances and also function in an efficient manner that all issues / concerns stakeholders are addressed resolved promptly.

**ii) Composition of the Committee :**

The following Committee of Directors looks after the Investor Grievances :

Mr. K V Ravindra Reddy - Chairman  
Dr. T S Sethurathnam - Member  
Mr. AP Vitthal - Member



iii) **No. of meetings held and attendance during the year :**

During the year the 4 Stakeholders Relationship Committee Meetings were held i.e., on 26th April, 2018, 11th August, 2018, 12th November, 2018 and 11th February, 2019.. The attendance of the Members at the meeting was as under :

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
Mr. K V Ravindra Reddy	Chairman	4	4
Dr. T S Sethurathnam	Member	4	4
Mr. AP Vitthal	Member	4	4

iv) **Name and Designation of Compliance Officer :**

Ms. Priyanka Garg, Company Secretary and Compliance Officer.

**Shareholder's Services :**

SI.No.	Nature of Complaints	2018-19		2017-18	
		Received	Answered	Received	Answered
1.	Non receipt of Shares lodged for Demat	-	-	-	-
2.	Non receipt of Dividend Warrants	2	2	8	8
3.	Others	-	-	-	-

8) **General Body Meetings :**

**Location and time for the last three AGMs :**

Year	Date	Venue	Time	Special Resolution
2015-16	01.09.2016	Taj Mahal Hotel 2nd Floor Akshaya Hall 4-1-999, Abids Road, Hyderabad - 500 001	10.00 A.M.	NIL
2016-17	10.08.2017	Taj Mahal Hotel 2nd Floor Akshaya Hall 4-1-999, Abids Road, Hyderabad - 500 001	10.00 A.M.	Re-appointment of Executive Chariman
2017-18	11.08.2018	One Continent Hotel 4th Floor, Above Brand Factory Beside Taj Mahal Hotel Sky Diner Hall, 4-1-1001, Abids Road, Hyderabad-500 001	10.00 A.M.	NIL

Extraordinary General Meetings - Nil.



9) Disclosures :

i) Related Party transaction during the year:

(₹ In Lakhs)

S. No.	Particulars of the party	Relationship	Nature of Transactions	Amount	
				2018-19	2017-18
A	United Steel Allied Industries Pvt. Ltd.	One of the Director is interested	Inter Corporate Deposit	(320.00)	-
B	USAI Forge Private Limited	One of the Director is interested	Sale / Material Purchase	(57.24)	-

The Company does not have any related party transactions, which may have potential conflict with its interest at large.

S.No.	Name of the Director	Relationship With other Directors
1	Mr. K Suryanarayana	Related to Mr.Sridhar Kamineni & Mrs.K.Indira
2	Mr. Sridhar Kamineni	Related to Mr. K Suryanarayana & Mrs.K.Indira
3	Mrs. K Indira (Upto January 17,2019)	Related to Mr. K Suryanarayana and Mr. Sridhar Kamineni
4	Dr. T S Sethurathnam	None
5	Mr. K V Ravindra Reddy	None
6	Mr. A P Vitthal	None

ii) Cases of Non-Compliances:

There has been no instance of non-compliance by the Company on any matter related to capital markets.

10) Means of Communication:

Quarterly, Half-yearly and Annual Financial Results of the Company are communicated to the Stock Exchanges immediately after the same are considered by the Board and are published in the all India editions of Financial Express, Business Standard (Hyderabad & Mumbai) and Hyderabad edition of Andhra Prabha. The results and official news releases of the Company are also made available on the Company's website i.e., www.octindia.com.

11) SEBI Complaints Redressal System (SCORES):

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

12) General Shareholder's Information:

AGM date, time and venue	:	Thursday, the 26th September, 2019 At 10.00 A.M. Taj Mahal Hotel 2nd Floor, Akshaya Hall 4-1-999, Abids Road Hyderabad - 500 001
Financial Year	:	1st April, 2018 to 31st March, 2019
Book Closure Date	:	23.09.2019 to 26.09.2019 (Both days inclusive)
Listing on Stock Exchanges	:	A) Bombay Stock Exchange Ltd B) National Stock Exchange of India Ltd
Stock Code	:	BSE : 500313 NSE : OILCOUNTUB
ISIN	:	INE591A01010

The Company has paid listing fees for the year 2019-20 to both the above stock exchanges.





### 13) Market Price Data:

Monthly High and Low quotations along with the volume of shares traded at National Stock Exchange of India Ltd., & Bombay Stock Exchange Ltd., during the financial year 2018-19:

Month & Year	NSE			BSE		
	High ₹	Low ₹	Volume	High ₹	Low ₹	Volume
April, 2018	34.00	25.70	21,99,621	33.80	26.00	4,41,791
May, 2018	26.80	20.65	17,54,350	26.80	20.65	4,65,266
June, 2018	23.15	16.55	5,74,494	23.15	16.90	1,22,574
July, 2018	23.60	16.10	14,86,447	23.50	16.00	2,04,070
August, 2018	21.00	18.50	5,08,735	21.00	18.25	1,29,885
September, 2018	19.15	14.15	2,64,156	20.20	14.00	74,537
October, 2018	16.90	12.35	3,78,652	16.90	12.26	80,619
November, 2018	17.75	13.50	4,08,444	19.00	13.25	1,15,238
December, 2018	19.95	13.00	21,33,908	20.01	13.03	4,89,821
January, 2019	17.90	12.55	5,56,582	18.00	12.90	78,958
February, 2019	16.45	11.20	12,07,827	16.54	10.56	2,43,991
March, 2019	16.50	13.10	10,99,910	16.45	13.11	1,76,778
<b>Total</b>			<b>1,25,73,126</b>			<b>26,23,528</b>

### 14) Unclaimed Dividend Amounts:

Pursuant to the provisions of the Companies Act, the dividend for the following years, which remain unclaimed for seven years, will be transferred to Investor Education and Protection Fund (IEPF) established by the Central Government.

Members who have not so far encashed the dividend warrant(s) are requested to seek revalidation of dividend warrants in writing to the Company's Registrar and Transfer Agents, M/s. XL Softech Systems Limited, immediately. Members are requested to note that no claims shall lie against the Company in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claims.

Members are also advised to update their correspondence address in their demat accounts in case of their holdings in electronic form or inform their latest correspondence address to the Registrars in case of holdings in physical form.

Information in respect of such unclaimed dividends due for transfer to the Investor Education and Protection Fund (IEPF) is as follows.

Financial Year	Date of Declaration for Dividend	Amount outstanding as on 31.03.2019 (₹ In Lakhs)	Due for transfer to IEPF on
2011-12	29-05-2012	6,101,796	07-07-2019 (transferred on 05.07.2019)
2012-13	30-05-2013	6,057,186	10-07-2020
2013-14	05-06-2014	6,129,126	09-07-2021



Unclaimed dividend for the year(s) 2011-12, 2012-13 and 2013-14 are held in separate Bank accounts and shareholders who have not received the dividend / encashed the warrants are advised to write to the Company with complete details. During the year, the Company has transferred unclaimed dividend amount of ₹ 57,01,958/- on 05.07.2018 out of dividend declared for the financial year 2010-11 to Investor Education and Protection Fund (IEPF) of the Central Government required under Section 125 of the Companies Act, 2013..

The Unclaimed Dividend Amount of ₹61,02,096/- was transferred on 5th July, 2019 for the financial year 2011-12 to Investor Education and Protection Fund (IEPF) on the completion of (7) Seven years. Members may please note that if dividend remains unpaid or unclaimed for a period of (7) seven years from the date when it is transferred to unpaid dividend accounts, it shall be transferred to the IEPF.

Information in respect of equity shares transferred to Investor Education Protection Fund (IEPF) as on 31st March, 2019 is as follows:

No. of Equity shares	No. of Equity Shareholders	No. of Shares
1-2000	5068	657401
2001-3000	2	5850
3001-4000	3	9380
4001- 5000	1	5000
10001 and above	4	1588013
<b>Total</b>	<b>5078</b>	<b>2265644</b>

#### 15) Registrar and Transfer Agents :

M/s. XL Softech Systems Limited is Registrar and Transfer Agent of the Company. Any request pertaining to investor relations may be addressed to the following address:

XL Softech Systems Limited  
3, Sagar Society, Road No. 2, Banjara Hills,  
Hyderabad - 500 034  
Phone No.040 - 23545913 / 23545914; Email: xlfield@gmail.com

Investor correspondence may also be addressed to:  
Compliance Officer  
9, Kanchanjunga, King Koti Road  
Hyderabad - 500 001  
Tel No.:040-2478 5555; Fax No.:040-2475 9299; Email: demat@octlindia.com

#### 16) Share Transfer System:

The transactions of the shares held in Demat and Physical form are handled by the Company's Depository Registrar, XL Softech Systems Limited.

Particulars	2018-19	2017-18
Shares Transferred	25,060	16,640
Total No. of shares as on 31st March, 2019	4,42,89,530	4,42,89,530
% on Share Capital	0.06	0.04

**17) Shareholding Pattern as on 31st March, 2019**

Category	No. of Share Holders	No. Of Shares Held	% of Share Holding
Promoters	19	21799431	49.22
Companies	276	1692384	3.82
Fils	1	5400	0.01
OCBs and NRIs	335	7687971	17.36
Mutual Funds, Banks, others	11	51030	0.12
Individuals	26205	13053314	29.47
<b>Total</b>	<b>26847</b>	<b>44289530</b>	<b>100.00</b>

**18) Distribution of Share Holdings:**

No. of Equity Shares Held	As on 31.03.2019				As on 31.03.2018			
	No. of share holders	% of Share holders	No. of Shares	% of Share holding	No. of share holders	% of Share holders	No. of Shares	% of Share holding
1-500	23900	89.02	3429356	7.74	23749	90.20	3376833	7.62
501-1000	1562	5.82	1279450	2.89	1405	5.34	1153839	2.61
1001-2000	675	2.51	1040257	2.35	550	2.09	841011	1.90
2001-3000	255	0.95	649632	1.47	212	0.81	535876	1.21
3001-4000	96	0.36	341783	0.77	66	0.25	235813	0.53
4001-5000	104	0.39	495839	1.12	89	0.34	425872	0.96
5001-10000	134	0.50	973814	2.20	124	0.47	874541	1.97
10001 and above	121	0.45	36079399	81.46	133	0.50	36845745	83.19
<b>Total</b>	<b>26847</b>	<b>100.00</b>	<b>44289530</b>	<b>100.00</b>	<b>26328</b>	<b>100.00</b>	<b>44289530</b>	<b>100.00</b>

**19) Shareholding Profile:**

Mode of Holding	As on 31.03.2019			As on 31.03.2018		
	No. of holders	No. of Shares	% to Equity	No. of holders	No. of Shares	% to Equity
Demat	17646	42842428	96.73	16344	42647508	96.29
Physical	9201	1447102	3.27	9984	1642022	3.71
<b>Total</b>	<b>26847</b>	<b>44289530</b>	<b>100.00</b>	<b>26328</b>	<b>44289530</b>	<b>100.00</b>

**20) Outstanding GDRs/ADRs/warrants or any convertible instruments, conversion date and likely impact on equity**

We have no GDRs/ADRs or any commercial instrument.

**21) Plant Locations**

: Sreepuram,  
Narketpally Mandalam, Nalgonda Dist - 508254 (TG)

**22) Address of Registered Office**

: 9, Kancharjunga, King Koti Road, Hyderabad - 500 001  
Tel.No : 040-24785555, Fax No : 040-2475 9299

**23) Annual Compliance with the Code of Conduct for the Financial Year 2018-2019**

Pursuant to Regulation 17(5) read with Schedule V (Part D) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, I hereby confirm that the Company has received affirmations on compliance with the Code of Conduct for the financial year ended March 31, 2019 from all the Board Members and Senior Management Personnel.



**24) Risk Management:**

The company has been addressing various risks impacting the company and the policy of the company on risk management is provided elsewhere in this annual report in Management Discussion and Analysis.

**25) Prevention of Insider Trading:**

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, the company has instituted a code of conduct for prohibition of insider trading in the company's shares.

**26) Reconciliation of Share Capital Audit for reconciliation of share capital:**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSIL) and the total issued and paid-up capital. This audit is carried out every quarter and the report there on is submitted to the stock exchanges and is placed before the board of directors of the Company. The audit, inter alia, confirms that the listed and paid up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSIL and the total number of shares in physical form.

**27) Corporate Identity Number (CIN):**

Corporate Identity Number (CIN) of the company, allotted by the Ministry of Corporate Affairs, Government of India is L26932TG1985PLC005329.

**28) CEO / CFO Certification:**

As required by Regulation 27 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the CEO / CFO Certification is provided in the Annual Report.

**29) Green Initiative in the Corporate Governance:**

As part of the green initiative process, the company has taken an initiative of sending documents like notice calling Annual General meeting, Corporate Governance Report, Directors Report, audited Financial Statements, Auditors Report, Dividend intimations etc., by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the company and for the bounced-mail cases. **Shareholders are requested to register their email id with Registrar and Share Transfer Agent / concerned depository to enable the company to send the documents in electronic form in Future.**

By Order of the Board of Directors  
For Oil Country Tubular Limited

Place : Hyderabad  
Date : 08.08.2019

**K SURYANARAYANA**  
Chairman



## CEO AND CFO CERTIFICATION

We, Sridhar Kamineni, Managing Director and J Ramamuni Reddy, Chief Financial Officer responsible for the finance function certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2019 and to the best of our Knowledge and belief:
  - i) These Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii) These Statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our Knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2019 are fraudulent, illegal or violate the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
  - i) There has not been any significant change in internal control over financial reporting during the year under reference.
  - ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements.
  - iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**SRIDHAR KAMINENI**  
Managing Director

**J RAMAMUNI REDDY**  
Chief Financial Officer

Place : Hyderabad  
Date : 08.08.2019



## AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members of  
Oil Country Tubular Limited

1. We, G Nagendrasundaram & CO, Chartered Accountants, the Statutory Auditors of Oil Country Tubular Limited (“the Company”), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March 2019, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”).

### Managements’ Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

### Auditor’s Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended March 31, 2019.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For G NAGENDRASUNDARAM & CO.,  
Chartered Accountants  
FRN 005355S

G NAGENDRASUNDARAM  
Partner  
M.No.050283  
UDIN: 19050283AAAAAC7505

Place : Hyderabad  
Date : May 23, 2019



**To the Members of OIL COUNTRY TUBULAR LIMITED**  
**Report on the Audit of the Standalone Financial Statements**

**Opinion**

We have audited the accompanying standalone financial statements of OIL COUNTRY TUBULAR LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and statement of Cash Flows for the year then ended, and Notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sl. No.	Key Audit Matter	Auditor's Response
	The capacity utilization of the Company is low during the year under audit due to non-availability of sufficient working capital funds resulting in operational losses.	To conclude on whether the low operations would have any impact on the company as a going concern nor any impairment arises in future, we have reviewed the management representations, the sales orders from customers on hand to execute, correspondence with banks in respect of one time settlement, company's future business plan/financial projections in detail including its plan to sell processing plant-2 for which necessary compliances have been complied with to augment working capital requirements.

**Other Information**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Director's Report including Annexures to Director's Report and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. The board reports including Management Discussion and Analysis report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Director's reports including Management Discussion and Analysis report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

**Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a



material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act (hereinafter referred to the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure-1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the Directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure -2".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors), 2014, in our opinion and to the best of our information and according to the explanations given to us;
    - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements
    - ii. In our opinion and as per the information and explanations provides to us, the Company has not entered into any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses, and
    - iii. There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **G NAGENDRASUNDARAM & CO.**,  
Chartered Accountants  
FRN 005355S

**G NAGENDRASUNDARAM**  
Partner  
M.No.050283

Place : Hyderabad  
Date : May 23, 2019





## ANNEXURE - 1 TO THE AUDITORS' REPORT:

(Referred to in Paragraph 1 under section 'Report on Other Legal and Regulatory Requirements' of my report of even date)

- 1.1. The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- 1.2. All the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- 1.3. All the title deeds of the immovable properties are held in the name of the Company.
2. The inventories have been physically verified at reasonable intervals by the management and no material discrepancies were noticed on such verification.
3. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the sub-clauses (a), (b) and (c) are not applicable to the company.
4. According to the information and explanations given to us, the investment made by the Company is in compliance with the provisions of Section 186 of the Companies Act, 2013. The Company has not granted any loans or given any guarantee or security which are covered under the provisions of Section 185 and 186 of the Companies Act, 2013.
5. According to the information and explanations given to us, the Company has not accepted any deposits in terms of the directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
6. We have broadly reviewed the cost records maintained by the Company pursuant sub-section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- 7.1 According to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax, cess and other statutory dues, as are applicable, with the appropriate authorities. According to the information and explanations given to us, there are no arrears of outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable.
- 7.2 According to the information and explanations given to us, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of dispute except the following:

Nature of the Statute & Nature of due	Amount ₹ (Lakhs)	Period	Forum where litigation is pending
Income Tax – The revenue has appealed before Hon'ble High Court of Andhra Pradesh against the order of Hon'ble Income Tax Appellate Tribunal, Hyderabad which was in favour of the Company in respect of deduction claimed u/s.80 HHC.	370.67	From 01.04.1997 to 31.03.2016	Hon'ble High Court
Central Excise – Demand raised by the Central Excise Department in respect of process amounting to 'manufacture' and applicability of duty thereon in respect of certain products against which an appeal has been made before CESTAT, Hyderabad.	722.45	From 01.04.2007 to 31.03.2016	CESTAT, Hyderabad

8. According to the information and explanations given to us, the Company has defaulted in payment of overdue in working capital loans to the banks as reported in Note No.20 and interest accrued and due as reported in Note No.22.
9. During the year under review, the Company has not raised any money by way of initial public offer, further public offer, or term loans and hence the reporting requirement on the purpose of application of the same is not warranted.
10. According to the information and explanations given to us and based upon the audit procedures performed by us, no fraud by the Company or on the Company committed by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations given to us, the managerial remuneration paid or provided during the year is in compliance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013.
12. As the Company is not a Nidhi Company in terms of the provisions of the Companies Act, 2013 read with Nidhi Rules, 2014, the matters to be reported under clause (xii) are not applicable.
13. The Company has complied with the provisions of Section 177 and 188 of the Companies Act, 2013, wherever applicable. In our opinion, the details as required by the applicable accounting standards have been disclosed in the financial statements for the year under review.
14. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence, reporting requirement on compliance with Section 42 of the Companies Act, 2013 and purpose of application of the funds so raised is not applicable.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him and hence, reporting requirement on compliance with the provisions of Section 192 of the Companies Act, 2013 is not applicable.
16. According to the information and explanations given to us and in our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For G NAGENDRASUNDARAM & CO.,**  
Chartered Accountants  
FRN 005355S

Place : Hyderabad  
Date : May 23, 2019

**G NAGENDRASUNDARAM**  
Partner  
M.No.050283



## ANNEXURE – 2 TO THE INDEPENDENT AUDITOR'S REPORT:

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act"):

We have audited the internal financial controls over financial reporting of OIL COUNTRY TUBULAR LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For G NAGENDRASUNDARAM & CO.,**  
Chartered Accountants  
FRN 005355S

**G NAGENDRASUNDARAM**  
Partner  
M.No.050283

Place : Hyderabad  
Date : May 23, 2019

# BALANCE SHEET



BALANCE SHEET AS AT MARCH 31, 2019		(₹ In Lakhs)	
Particulars	Note	As At March 31, 2019	As At March 31, 2018
<b>I) ASSETS</b>			
<b>1 Non Current Assets</b>			
(a) Property, Plant and Equipment	3	19,493.87	21,608.82
(b) Intangible Assets	4	23.78	30.44
		<b>19,517.65</b>	<b>21,639.26</b>
<b>(c) Financial Assets</b>			
(i) Investments	5	-	-
(ii) Other Financial Assets	6	259.38	948.38
(c) Other Non Current Assets	7	29.07	29.06
		<b>288.45</b>	<b>977.44</b>
<b>2 Current Assets</b>			
(a) Inventories	8	4,795.87	9,892.78
<b>(b) Financial Assets</b>			
(i) Trade Receivables	9	80.40	117.48
(ii) Cash and cash equivalents	10	329.69	17.80
(iii) Other Bank Balances	11	229.28	335.50
(iv) Others	12	10.16	1.16
(c) Current Tax Assets (Net)	13	413.40	409.83
(d) Other Current Assets	14	580.45	308.81
		<b>6,439.25</b>	<b>11,083.36</b>
<b>Total</b>		<b>26,245.35</b>	<b>33,700.06</b>
<b>II) EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
(a) Equity Share Capital	15	4,428.95	4,428.95
(b) Other Equity	16	(872.78)	7,591.61
		<b>3,756.17</b>	<b>12,020.56</b>
<b>2 Non Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	17	320.00	-
(b) Provisions	18	108.48	110.76
(c) Deferred Tax Liabilities (Net)		-	154.96
(d) Other Non Current Liabilities	19	7,141.11	2,081.28
		<b>7,569.57</b>	<b>2,347.00</b>
<b>3 Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	20	11,741.80	12,211.42
(ii) Trade Payables	21	698.36	2,045.08
(iii) Other Financial Liabilities	22	2,116.01	1,220.78
(b) Other Current Liabilities	23	335.18	3,819.62
(c) Provisions	24	28.28	35.60
		<b>14,919.61</b>	<b>19,332.50</b>
<b>Total</b>		<b>26,245.35</b>	<b>33,700.06</b>

The accompanying notes 1-45 form an integral part of this financial statements

Per our report attached  
for G NAGENDRASUNDARAM & CO  
Chartered Accounts  
(FRN 005355S)

G NAGENDRASUNDARAM  
Partner  
M.No. 050283

Place : Hyderabad  
Date : 23rd May, 2019

For and on behalf of the Board of Directors

K SURYANARAYANA  
Chairman  
DIN : 00078950

SRIDHAR KAMINENI  
Managing Director  
DIN : 00078815

Dr. T S SETHURATHNAM  
Director  
DIN : 00042704

K V RAVINDRA REDDY  
Director  
DIN : 00083986

A P VITTHAL  
Director  
DIN : 00061080

# BALANCE SHEET



## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON MARCH 31, 2019

### A. SHARE CAPITAL

(₹ in Lakhs)

Balance as on MARCH 31, 2018	4,428.95
Balance as on MARCH 31, 2019	4,428.95

### B OTHER EQUITY

(₹ in Lakhs)

Particulars	Capital Reserve	Revaluation Reserve on Land	General Reserve	Retained Earnings	Total
Balance at the beginning of the reporting period April 1, 2017	0.64	80.82	11,212.50	-	11,293.97
Total Comprehensive Income	-	-	-	(3,702.35)	(3,702.35)
Transfer from retained earning to General reserves	-	-	(3,702.35)	3,702.35	-
Balance at the beginning of the reporting period April 1, 2018	0.64	80.82	7,510.15	-	7,591.62
Total Comprehensive Income	-	-	-	(8,264.40)	(8,264.40)
Transfer from retained earning to General reserves	-	-	(8,264.40)	8,264.40	-
Balance at the end of the reporting period March 31, 2019	0.64	80.82	(754.25)	-	(672.78)

Per our report attached  
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Partner  
M.No. 050283

Place : Hyderabad  
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Director  
DIN : 00061080

# PROFIT AND LOSS ACCOUNT



## STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED MARCH 31, 2019

(₹ in Lakhs)

Particulars	Note No.	Year Ended March 31,2019	Year Ended March 31,2018
<b>A Revenue</b>			
Revenue from Operations	25	2,538.50	1,067.09
Other Income	26	272.03	58.59
Total Income		2,810.53	1,125.68
<b>B Expenses</b>			
Cost of Material Consumed	27	962.29	567.69
(Increase) / Decrease in Inventory	28	4,476.08	184.44
Employee Benefits Expense	29	797.96	726.96
Finance Cost	30	1,528.60	1,959.96
Depreciation and Amortisation Expenses	31	2,136.61	2,163.13
Other Expenses	32	1,376.88	1,047.74
Total Expenses		11,278.42	6,649.92
<b>C Profit / (Loss) Before Exceptional Items and Tax</b>		(8,467.88)	(5,524.23)
Exceptional Items - (Income) / Expense		-	-
<b>D Profit / (Loss) Before Tax</b>		(8,467.88)	(5,524.23)
<b>E Tax Expenses</b>			
- Current Tax		-	-
- Deferred Tax (Asset) / Liability		(167.58)	(1,825.91)
- Income Tax relating to Previous Years		-	-
		(167.58)	(1,825.91)
<b>G Profit / (Loss) for the Year</b>		(8,300.30)	(3,698.32)
<b>H Other Comprehensive Income (Net)</b>			
Items that will not be reclassified to Profit or Loss -			
Remeasurement of defined benefit plans		48.53	(3.15)
Deferred Tax		12.62	0.87
<b>I Total Comprehensive Income / (Expense) for the Year</b>		(8,264.39)	(3,702.34)
<b>J Earning per equity Share</b>			
- Basic		(18.66)	(8.36)
- Diluted		(18.66)	(8.36)

The accompanying notes form an integral part of this financial statements

Per our report attached  
for **G NAGENDRASUNDARAM & CO**  
Chartered Accountants  
(FRN 005355S)

**G NAGENDRASUNDARAM**  
Partner  
M.No. 050283

Place : Hyderabad  
Date : 23rd May,2019

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**A P VITTHAL**  
Director  
DIN : 00061080

# CASH FLOW STATEMENT



## CASH FLOW STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2019 (₹ In Lakhs)

	March 31, 2019		March 31, 2018	
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Net Profit / (Loss) before tax and exceptional items	-	(8467.89)	-	(5524.23)
Exceptional items - Income / (Expenditure)	-	0.00	-	-
Other Comprehensive Income (Net)	-	48.53	-	(3.15)
<b>Total Comprehensive Income before tax</b>	-	(8419.36)	-	(5527.39)
Adjustments for				
Depreciation and Amortisation	2136.61	-	2163.13	-
Profit / (Loss) on sale of Assets	(0.11)	-	(1.11)	-
Interest Income	(31.25)	-	(21.13)	-
Interest expenses	1528.60	-	1959.96	-
		3633.84		4100.85
<b>Operating Profit / (Loss) before working capital changes</b>	-	(4785.52)	-	(1426.54)
(Increase) / Decrease In Trade Receivables	37.07	-	(3.83)	-
(Increase) / Decrease in Inventories	5096.91	-	(132.55)	-
(Increase) / Decrease in Loans & Advances	514.58	-	(89.18)	-
Increase / (Decrease) In Current Liabilities	1114.28	-	5498.15	-
	-	6762.85	-	5272.58
<b>Cash Generated from Operations</b>	-	1977.33	-	3846.04
Income tax paid net of refunds	-	(3.58)	-	(4.01)
Income tax adjustment relating to previous years	-	-	-	-
<b>Net cash flow from operating activities ( A )</b>	-	1973.75	-	3842.03
<b>B CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Purchase of fixed assets	(15.52)	-	(72.32)	-
Sale proceeds of fixed assets	0.65	-	4.15	-
Interest received	31.25	-	21.13	-
<b>Net cash flow from investing activities ( B )</b>		16.38		(47.05)
<b>C CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Increase / (Decrease) In working capital borrowings	(469.63)	-	(1867.43)	-
Increase / (Decrease) in long term borrowings	320.00	-	-	-
Interest Paid	(1528.60)	-	(1959.96)	-
<b>Net cash flow used in financing activities ( C )</b>		(1678.23)		(3827.39)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS ( A+B+C )</b>		311.90		(32.41)
Cash and cash equivalents at beginning of the period		17.80		50.21
<b>Cash and cash equivalents at end of the period</b>		329.70		17.80
<b>Cash and cash equivalents</b>				
Cash on hand		0.19		0.17
Balance with banks in current account		329.50		17.63
<b>Total</b>		329.70		17.80
<b>Notes to the cash flow statement for the year ended March 31, 2019</b>				
1 This statement is prepared as per Ind AS - 7 (indirect method).				
2 Previous year's figures were re-grouped wherever necessary.				

Per our report attached  
for **G NAGENDRASUNDARAM & CO**  
Chartered Accounts  
(FRN 005355S)

**G NAGENDRASUNDARAM**  
Partner  
M.No. 050283

Place : Hyderabad  
Date : 23rd May, 2019

For and on behalf of the Board of Directors

**K SURYANARAYANA**  
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**K V RAVINDRA REDDY**  
Director  
DIN : 00083986

**A P VITTHAL**  
Director  
DIN : 00061080

## 1. BASIS OF PREPARATION AND MEASUREMENT

### i. Statement of Compliance

The financial statements as at and for the year ended March 31, 2019 have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

### ii. Accounting Convention and Basis of Measurement

The financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

- i) Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments)
- ii) Defined benefit and other long-term employee benefits.

### iii. Functional and Presentation Currency

The financial statements are presented in Indian rupees, which is the functional currency of the company and the currency of the primary economic environment in which the company operates. All financial information presented in Indian rupees has been rounded to the nearest thousands except share and earning per share data.

### iv. Use of Judgements, Estimates and Assumptions

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities and assets. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about critical judgements in applying accounting policies, as well as estimates and assumptions in respect of the following areas, that have most significant effect to the carrying amounts within the next financial year are included in the relevant notes.

- i) Useful lives of property, plant, equipment and intangibles
- ii) Measurement of defined benefit obligations
- iii) Measurement and likelihood of occurrence of provisions and contingencies
- iv) Recognition of deferred tax assets.
- v) Impairment of intangibles
- vi) Expenditure relating to research and development activities.

### v. Operating Cycle

Based on the nature of products/ activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### i. Property Plant and Equipment:

- a) Property Plant and Equipment are measured at cost less accumulated depreciation and impairment losses.
- b) The cost of property, plant and equipment includes those incurred directly for the construction or acquisition of the asset, and directly attributable to bringing it to the location and condition necessary for it to be capable of operating in the manner intended by the management and includes the present value of expected cost for dismantling/ restoration wherever applicable.
- c) The Cost of major spares is recognised in the carrying amount of the item of property, plant and equipment in accordance with the recognition criteria set out in the standard. The carrying amount of the replaced part is derecognised at the time of actual replacement. The cost of the day-to-day servicing of the item are recognised in statement of profit and loss account.
- d) Depreciation is provided under straight line method in respect of plant, equipment and buildings and for the rest of the tangible assets on written down value method over the useful life of assets specified in Part C of Schedule II to the Companies Act, 2013 and manner specified therein. Assets costing less than ₹ 5,000/- are fully depreciated in the year of purchase.
- e) Expenditure attributable / relating to PPE under construction / erection is accounted as below:
  - To the extent directly identifiable to any specific plant / unit, trail run expenditure net of revenue is included in the cost of property plant and equipment.
  - To the extent not directly identifiable to any specific plant / unit, is kept under "expenditure during construction" for allocation to property plant and equipment and is grouped under Capital work in progress.

### ii. Intangible Assets:

- a) Intangible asset is recognised when it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Expenditure incurred for creating infrastructure facilities where the ownership does not rest with the company and where the benefits from it accrue to the company over a future period is also considered as intangible asset.
- b) New product development expenditure, software licences, technical knowhow fee, infrastructure and logistic facilities etc., are recognised as intangible asset upon completion of development and commencement of commercial production.
- c) Intangible assets are amortised on straight line method over their technically estimated useful life.
- d) Residual values and useful lives for all intangible assets are reviewed at each reporting date. Changes if any are accounted for as changes in accounting estimates.

**iii. Investments:**

Investments in Un-quoted shares are measured at Cost. Diminution/Impairment in value, other than temporary, is provided for.

**iv. Impairment of Asset:**

**a.) Financial Assets:**

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- o Financial assets that are debt instruments and are measured at amortised cost whether applicable for e.g. loans debt securities, deposits, and bank balances.
- o Trade Receivables

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component. The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

**b.) Non – financial assets:**

The Company assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial assets is impaired. If any such indication exists, the company estimates the amount of impairment loss.

**v. Inventories:**

Items of inventories are valued at lower of cost or net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing them to their respective present location and condition. Cost of raw material is determined on weighted average method.

**vi. Foreign Currency Transactions:**

- a) Transactions relating to non-monetary items and purchase and sale of goods /services denominated in foreign currency are recorded at the exchange rate prevailing or a rate that approximates the actual rate on the date of transaction.
- b) Assets and liabilities in the nature of monetary items denominated in foreign currencies are translated and restated at prevailing exchange rates as at the end of the reporting period.
- c) Exchange differences arising on account of settlement / conversion of foreign currency monetary items are recognised as expense or income in the period in which they arise.
- d) Foreign currency gains and losses are reported on a net basis.

**vii. Revenue Recognitions:**

While recognizing the revenue under IAS115 in respect of Contracts which meet the defined criteria, due consideration has been given to identify all the performance obligations stated therein including transfer of goods or services as well as term of payment. The transaction price is allocated to each distinct and identifiable performance obligation and is also adjusted for the time value of money. In respect of goods, revenue is recognised on transfer of significant risks and rewards of the ownership including effective control of the buyer. In respect of all other services/performance obligations, revenue is recognised upon of completion of such performance. The revenue so measured is stated net of trade discounts / rebated and other price allowances, wherever applicable. Other income including interest are recognised on accrual basis.

**viii. Employee Benefits:**

**a) Short term Benefits**

All employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits. The cost of the benefits like salaries, wages, medical, leave travel assistance, short term compensated absences, bonus, exgratia etc., is recognised as an expense in the period in which the employee renders the related service.

**b) Post-employment benefits:**

• **Defined Contribution Plans:**

The contribution paid /payable under provident fund scheme, ESI scheme, and employee pension scheme is recognised as expenditure in the period in which the employee renders the related service.

• **Defined Benefit Plans:**

The company's obligation towards gratuity is a defined benefit plan. The present value of the estimated future cash flows of the obligation under such plan is determined based on actuarial valuation using the projected unit credit method. Any difference between the interest income on plan asset and the return actually achieved and any changes in the liabilities over the year due to changes in actuarial assumptions or experienced adjustments within the plan are recognised immediately in other comprehensive income and subsequently not reclassified to the statement of profit and loss.

All defined benefit plans obligations are determined based on valuation as at the end of the reporting period, made by independent actuary using the projected unit credit method. The classification of the company's net obligation into current and non-current is as per the actuarial valuation report.

**c) Long term Employee Benefits:**

The obligation for long term employee benefits such as long term compensated absences, is determined and recognised in the similar manner stated in the defined benefit plan.



**ix. Borrowing Cost:**

- a) Borrowing costs incurred for obtaining assets which take substantial period to get ready for their intended use are capitalised to the respective assets wherever the costs are directly attributable to such assets and in other cases by applying weighted average cost of borrowings to the expenditure on such assets.
- b) Other borrowing costs are treated as expense for the year.
- c) Significant transaction costs in respect of long-term borrowings are amortised over the tenor of respective loans using effective interest method.

**x. Provision for Current and Deferred Tax:**

**a) Current Tax**

The tax currently payable is based on taxable profit for the year. Taxable profits differ from the profit as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The company's current tax is calculated using tax rates that have been enacted or substantially enacted by the end of the reporting period. In the event of Tax computed as stated is less than the tax computed under section 115JB of the Income tax Act., 1961, provision for current tax will be made in accordance with such provisions.

**b) Deferred Tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax asset is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the end of the reporting period to recover or settle the carrying amount of its assets and liabilities.

**c) Current and deferred Tax for the year**

Current and deferred tax are recognised in profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent there is reasonably certain that there will be sufficient future income to recover such Deferred Tax Asset.

**xi. Minimum Alternate Tax Credit:**

Minimum Alternate Tax Credit Entitlement is recognized in the books of account when there is convincing evidence that the Company will pay normal income tax during the specified period. The Entitlement is reviewed at each balance sheet date with regard to the correctness of the carrying amount

**xii. Research and Development:**

Capital expenditure incurred has been disclosed under separate heads of account and revenue expenditure incurred is charged off as a distinct item in the Profit and Loss account.

**xiii. Financial instruments (financial assets and financial liabilities):**

All financial instruments are recognized initially at fair value. The Classification of financial instruments depends on the objective of the business model for which it is held and the contractual cash flows that are solely payments of principal and interest on the principal outstanding. For the purpose of subsequent measurement, financial instruments of the Company are classified into (a) non-derivate financial instruments and (b) derivative financial instruments.

**a) Non-derivative financial instruments:**

- Security Deposits, cash and cash equivalents, other advances, trade receivables and eligible current and non-current financial assets are classified as financial assets under this clause.
- Loans and borrowings, trade and other payables including deposits collected from various parties and eligible current and non-current financial liabilities are classified as financial liabilities under this clause.
- Financial instruments are subsequently carried at amortized cost .
- Transaction costs that are attributable to the financial instruments recognized at amortized cost are included in the fair value of such instruments.

**b) Derivative financial instruments:**

- The policy in respect of Derivatives will be determined as and when requires.

**xiv. Claims:**

Claims by and against the company, including liquidated damages, are recognised on acceptance basis.

## 3. PROPERTY, PLANT AND EQUIPMENT AS ON MARCH 31, 2019

(₹ In Lakhs)

DESCRIPTION	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT	
	As on April 1, 2018	Additions	Adjustments/ Deductions	As on March 31, 2019	As on April 1, 2018	For the Year	Adjustments/ Deductions	As on March 31, 2019	As on March 31, 2019	As on March 31, 2018
Land	352.59	-	-	352.59	-	-	-	-	352.59	352.59
Buildings	7,678.80	-	-	7,678.80	3,043.65	333.93	-	3,377.58	4,301.22	4,635.15
Plant & Equipment	52,341.21	4.14	-	52,345.35	35,766.45	1,790.04	-	37,556.50	14,788.85	16,574.75
Furniture & Fixtures	195.58	-	-	195.58	178.17	3.96	-	182.13	13.44	17.40
Vehicles	58.16	-	10.70	47.46	54.32	0.70	10.17	44.85	2.61	3.85
Office Equipment	258.93	-	-	258.93	245.50	1.07	-	246.57	12.36	13.43
Data Processing Equipment	353.48	11.38	-	364.87	341.83	0.24	-	342.06	22.80	11.66
<b>TOTAL</b>	<b>61,238.75</b>	<b>15.52</b>	<b>10.70</b>	<b>61,243.58</b>	<b>39,629.92</b>	<b>2,129.94</b>	<b>10.17</b>	<b>41,749.69</b>	<b>19,493.87</b>	<b>21,608.83</b>
Carrying values as on March 31, 2018	61,190.20	72.32	23.78	61,238.75	37,501.20	2,149.47	20.74	39,629.92	21,608.82	23,689.01

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## 4. INTANGIBLE ASSETS AS ON MARCH 31, 2019

(₹ in Lakhs)

DESCRIPTION	GROSS CARRYING AMOUNT				ACCUMULATED AMORTIZATION				NET CARRYING AMOUNT	
	As on April 1, 2018	Additions	Adjustments/	As on March 31, 2019	As on April 1, 2018	For the Year	Adjustments/ Deductions	As on March 31, 2019	As on March 31, 2019	As on March 31, 2018
Computer Software	208.79	-	-	208.79	178.34	6.67	-	185.01	23.78	30.45
<b>TOTAL</b>	<b>208.79</b>	<b>-</b>	<b>-</b>	<b>208.79</b>	<b>178.34</b>	<b>6.67</b>	<b>-</b>	<b>185.01</b>	<b>23.78</b>	<b>30.45</b>
Carrying values as on March 31, 2018	208.79	-	-	208.79	164.69	13.66	-	178.34	30.45	44.10

Note: The Management has estimated the useful life of software for 5 years and amortisation has been worked out accordingly.

## 5. INVESTMENTS

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
<b>Trade Investments (Unquoted, at cost)</b>		
<b>Investments in Equity Instruments</b>		
23,220,400 Equity Shares of ₹10/- each in United Seamless Tubulaar Private Limited (Including 19,000,000 of Bonus Shares ₹10/- each)	5,220.40	5,220.40
Less: Provision for Diminution in value of Investments	5,220.40	5,220.40
	-	-

## Disclosures

Provision for Diminution in Value of Investments is done as the Networth of the Investee Company has become negative and there is no evidence of whether it is temporary or permanent.

Particulars	March 31, 2019		March 31, 2018	
	No. of Shares	%	No. of Shares	%
Equity Shares in United Seamless Tubulaar Private Limited	232.20	17	232.20	17

## 6. OTHER FINANCIAL ASSETS

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
<b>Unsecured, considered good</b>		
Security Deposits	259.38	948.38
	259.38	948.38

## 7. OTHER NON CURRENT ASSETS

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
MAT Credit Entilement (refer note no.2.x)	29.07	29.07
	29.07	29.07

## 8. INVENTORIES

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
<i>Valued at lower of cost or net realisable value except scrap which is valued at estimated realisable value.</i>		
Raw Materials	1,188.42	1,767.29
Work in Progress	1,415.21	5,689.14
Finished Goods	4.29	231.55
Stores and Spare parts	2,406.42	2,448.38
Scrap	26.37	1.25
	5,040.71	10,137.61
Less: Provision for non-moving stores and spares	244.84	244.84
	4,795.87	9,892.77

## 9. TRADE RECEIVABLES

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Unsecured, considered good	80.40	117.48
	80.40	117.48

## 10. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
<b>Cash and Cash Equivalents</b>		
Cash on Hand	0.19	0.17
Balances with Banks in Current Accounts	329.50	17.63
	329.69	17.80

## 11. BANK BALANCES OTHERS

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Margin Money Deposit Accounts	46.40	100.71
Unclaimed Dividend Accounts	182.88	234.79
	229.28	335.50

## 12. OTHERS

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Interest receivable	10.16	1.16
	10.16	1.16

## 13. CURRENT TAX ASSETS (NET)

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Income Tax Refund Receivable (refer note no.2.x)	411.75	405.82
Prepaid Taxes - Income Tax (Net) (refer note no.2.x)	1.65	4.01
	413.40	409.83

## 14. OTHER CURRENT ASSETS

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Balances with Revenue Authorities	290.38	260.96
Prepaid Expenses	44.35	23.15
Advances to Suppliers	245.72	20.80
Other Advances	-	3.90
	<b>580.45</b>	<b>308.81</b>

## 15. EQUITY SHARE CAPITAL

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
<b>Authorised :</b>		
85,000,000 Equity Shares of par value of ₹ 10/- each	8,500.00	8,500.00
<b>Issued, Subscribed and Paid up:</b>	4,428.95	4,428.95
At the beginning and at the end of the year		
44,289,530 Equity Shares of ₹ 10 each fully paid up in Cash	4,428.95	4,428.95

## Disclosures:

1. All the equity shares carry equal rights and obligations including for dividend and with respect to voting
2. Details of Shareholders holding more than 5% Shares:

Name	March 31, 2019		March 31, 2018	
	No. of Shares	%	No. of Shares	%
United Steel Allied Industries Private Limited	14,489,165	32.72	14,489,165	32.72
UMW India Ventures (I) Limited	5,958,999	13.45	6,599,100	14.90

## 16. OTHER EQUITY

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
<b>Capital Reserve:</b>		
Share Forfeiture	0.65	0.65
<b>Revaluation Reserve on Land</b>	80.82	80.82
<b>General Reserve:</b>		
Balance at the beginning of the year	7,510.14	11,212.50
Add / (Less) : Transfer from Retained Earnings	(8,264.39)	(3,702.35)
Balance at the closing of the year	(754.25)	7,510.14
<b>Retained Earnings</b>		
Balance brought forward from previous year	-	-
Add: Transfer from Statement of Changes in Equity	(8,264.39)	(3,702.35)
<b>Balance Available for Appropriations</b>	(8,264.39)	(3,702.35)
<b>Appropriations:</b>		
Less: Transfer to General Reserve	(8,264.39)	(3,702.35)
<b>Balance carried forward to next year</b>	-	-
	(672.78)	7,591.61

## 17. BORROWINGS

(₹ in Lakhs)

<b>Unsecured</b>		
a.Loan from company	320.00	-
	320.00	-

**Disclosure**

## a.Loan from related Company

(₹ in Lakhs)

The borrowings are from related company.		
Out standing amount (₹ in Lakhs)	320.00	-
Rate of Interest	7.5% P A	-
Tenure	3 Years	-

## 18. PROVISIONS

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Provision for Employee benefits	108.46	110.76
	108.46	110.76

## 19. OTHER NON CURRENT LIABILITIES

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
<b>Secured</b>		
Advance from Customers (Exports)	5,741.11	2,081.28
Advance against sale of plant	1,400.00	
	7,141.11	2,081.28

## Disclosures:

The advances are received from Mertex Group and advance of ₹ 6736.48 Lakhs is secured by first charge on the Building, Plant and Machinery of processing plant 2 situated at Narketpally.

**20. BORROWINGS**

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
<b>Secured</b>		
a.Working Capital Loans from Banks	11,741.80	12,211.42
	11,741.80	12,211.42

## Disclosures

a.Working Capital Loans given above includes loans taken from various banks the details of which are as follows:

Particulars	Period of maturity with reference to Balance Sheet date	Outstanding amount	Rate of Interest	Overdue amount and period (₹ in Cr.)
1. State Bank of India				
Cash Credit	Renewable every year	3,912.53	Base Rate plus 2.75%	40.03
Interest accrued and Due		1,385.38		
2. Allahabad Bank				
Cash Credit	Renewable every year	3,954.47	Base Rate plus 2.75%	33.40
Interest accrued and Due		536.21		
3. Indian Overseas Bank				
Cash Credit	Renewable every year	3,874.78	Base Rate plus 2.75%	27.24

## Security:

Working Capital Loans are secured by hypothecation of present and future raw materials, work in progress, finished goods, stores and spares and book debts of the Company and charge on movable properties other than Processing Plant II.

**21. TRADE PAYABLES**

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
<b>Total outstanding dues of:</b>		
Micro Enterprises & Small Enterprises (MESE)	-	-
Trade Payables for Materials and Services	698.36	2,045.08
	698.36	2,045.08

## Disclosures

1.The Company has no information as to whether any of its vendors constitute a "Supplier" within the meaning of Section 2 (n) of the Micro, Small and Medium Enterprises Development Act, 2006 as no declarations were received under the said Act from them.

2.The Trade payables for materials and services includes an amount of ₹ 420.65 Lakhs(Previous year ₹ 362.85 Lakhs) due to Companies in which Directors are interested.

**22. OTHER FINANCIAL LIABILITIES**

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Interest Accrued but not due	11.47	-
Interest Accrued and due to banks	1,921.66	985.99
Unclaimed Dividends	182.88	234.79
	2,116.01	1,220.78

## Disclosures

The bank has stopped providing interest on cash credit accounts.Interest on Bank borrowings from State Bank of India and Allahabad Bank has been provided as per Companys' Calculations.

## 23. OTHER CURRENT LIABILITIES

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Advance from Customers	-	3,319.54
Other Payables	14.87	176.87
Accrued Expenses	320.31	323.20
	335.18	3,819.61

## 24. PROVISIONS

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Provision for Employee benefits	28.26	35.59
	28.26	35.59

## 25. REVENUE FROM OPERATIONS

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Sale of Products	2,485.91	914.53
Other Operating Revenues		
a) Job works	51.82	124.45
b) Sale of Scrap	0.78	28.10
	2,538.51	1,067.08

## 26. OTHER INCOME

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Interest Income Earned	31.25	21.13
Liquidity Damages Received	1.54	-
Sale of Power	54.80	36.36
Profit on Sale of Assets	0.11	1.11
Sundry Balances Written Back	184.08	-
Miscellaneous Income	0.24	-
	272.02	58.60

## 27. COST OF MATERIALS CONSUMED

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Opening Stocks	1,767.29	1,155.91
Add : Purchases	383.42	1,179.07
	2,150.71	2,334.98
Less : Closing Stock	1,188.42	1,767.29
	962.29	567.69

## 28. (INCREASE) / DECREASE IN INVENTORY

(₹ in Lakhs)

	March 31, 2018	March 31, 2017
Opening Finished Goods	231.55	-
Closing Finished Goods	4.29	231.55
	227.26	(231.55)
Opening Work-in-Progress and Scrap	5,690.39	6,106.38
Closing Work-in-Progress and Scrap	1,441.58	5,690.39
	4,248.81	415.99
<b>Net (Increase) / Decrease</b>	<b>4,476.07</b>	<b>184.44</b>



**29. EMPLOYEE BENEFITS EXPENSE**

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Salaries and Wages	755.06	687.40
Contribution to Provident and Other Funds	40.57	38.13
Staff Welfare	2.33	1.43
	<b>797.96</b>	<b>726.96</b>

**30. FINANCE COST**

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Interest	1,452.72	1,912.93
Interest on Income Tax	-	1.93
Other Borrowing Costs	75.89	45.10
	<b>1,528.61</b>	<b>1,959.96</b>

**31. DEPRECIATION AND AMORTIZATION EXPENSES**

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Depreciation of tangible assets	2,129.94	2,149.47
Amortization of intangible assets	6.67	13.66
	<b>2,136.61</b>	<b>2,163.13</b>

**32. OTHER EXPENSES**

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Consumption of Stores and Spares	92.24	142.52
Provision for Non-moving Stocks	-	244.84
Power & Fuel	189.16	178.13
Repairs to Machinery	10.01	32.52
Insurance	26.61	40.04
Rates and Taxes	10.40	11.63
Selling and Distribution Expenses	29.84	18.96
Liquidated Damages	503.03	34.07
Packing & Forwarding	10.36	16.46
Excise Duty / GST	-	10.63
Administrative Expenses	21.52	18.99
Factory Maintenance	51.02	46.42
Licence Fee	7.17	11.20
Travelling and Conveyance Expenses	17.58	28.84
Professional & Consultancy Charges	39.80	52.99
Secretarial Expenses	27.77	25.21
Sundry Balances Written Off	-	13.07
Net Loss/(Gain) on Foreign Currency Transaction & Translation	318.34	95.48
Miscellaneous Expenditure	22.02	25.74
	<b>1,376.87</b>	<b>1,047.74</b>

**33. Disclosure as per schedule III of the act and Ind AS-37 on Provisions, Contingent Liabilities and Contingent assets:**
**Contingent liabilities :**

Claims against the company not acknowledged as debts

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Income Tax - The revenue has appealed before Hon'ble High Court of Andhra Pradesh against the order of Hon'ble Income Tax appellate Tribunal, Hyderabad which was in favour of the Company in respect of deduction claimed u/s 80 HHC.	370.67	370.67
Central Excise – Demand raised by the Central Excise Department in respect of process amounting to manufacture and applicability of duty thereon in respect of certain products against which an appeal has been made before CESTAT, Bangalore.	722.45	722.45

**34. Confirmation of balances**

The company had sent letters seeking confirmation of balances to various parties under trade payables, trade receivables, advance to suppliers and other and advance from customers. Based on the confirmations received and upon proper review, corrective actions have been initiated and the amounts have been tried up, accounting adjustments have been made wherever found necessary.

**35. Disclosure as per Ind AS-2**

Due to substantial decrease in the net realisable value of work-in-progress, an amount of ₹ 3752.42 lakhs has been written down during the year under review and recognised as an expense.

**36. Disclosure as per Ind AS-7**

Statement of reconciliation for changes in liabilities arising from financial activities

(₹ in Lakhs)

Particulars	Working capital borrowings	Unsecured loans
Opening balance	12211.42	-
Borrowed during the year	1430.48	320.00
Repaid during the year	1900.11	-
Net movement	(469.63)	320.00
Closing balance	11741.80	320.00

**37. Disclosure as per Ind AS – 12 Income tax**
**A. Income tax assessments:**

The company's income tax assessments were completed upto financial year 2015-16.

**B. The tax effects of significant temporary differences that resulted in deferred income tax asset and liability are as follows:**

(₹ in Lakhs)

Particulars	March 31, 2019	March 31, 2018
Difference in WDV of PPE and Intangible assets	(2711.55)	(3071.44)
Carried forward losses	4201.94	2552.31
Post-Employment Benefits	35.55	48.23
Other disallowances	499.63	315.93
Net Deferred Taxes Assets / (Liabilities)	2033.51	(154.96)

However, as a matter of prudence the company did not recognise the asset in the books of accounts.

### 38. Disclosure as per Ind AS-19 – Employee benefits

#### a. Defined Contribution Plan

Contribution to Defined Contribution Plan recognised as expenses for the year as under:

(₹ in Lakhs)

	2018 - 2019	2017 - 2018
Employer's Contribution to Provident Fund	29.87	27.47
Employer's Contribution to ESI	9.43	7.89

#### b. Defined Benefit Plan

##### i. Gratuity obligation of the company:

The employees' gratuity fund scheme managed by a Trust is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognised each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit to build up the final obligation. The obligation for leave encashment is recognised in the books as per Actuarial Valuation.

##### Assets and Liability (Balance sheet position)

(₹ in Lakhs)

Particulars	March 31, 2019	March 31, 2018
Present value of obligation	145.27	143.08
Fair value of plan assets	42.39	39.34
Surplus / (deficit)	-	-
Net asset / (liability)	(102.87)	(103.74)

##### Expense recognised during the period

(₹ in Lakhs)

Particulars	March 31, 2019
In Income statement (P&L a/c – expense provision)	18.80
In other comprehensive income (Balance sheet item)	(19.68)

##### Changes in the present value of obligation

(₹ in Lakhs)

Particulars	For the period ending	
	March 31, 2019	March 31, 2018
Present value of obligations as at the beginning	143.08	123.29
Interest cost	10.49	8.24
Current Service Cost	11.19	10.77
Past service cost – (Vested benefits)	-	6.88
Benefits Paid	-	(0.32)
Actuarial (Gain) / Loss on obligation	(19.49)	(5.77)
Present value of obligations as at the end	145.28	143.08
Bifurcation of net liability		
Current liability (Short Term)	19.27	17.00
Non-current liability (Long Term)	126.01	126.09
Net liability	145.28	143.08

**Changes in the fair value of plan assets**

(₹ in Lakhs)

Particulars	For the period ending	
	March 31, 2019	March 31, 2018
Fair value of plan assets as at the beginning	39.34	39.52
Adjustment to opening Fair value of plan asset	(0.02)	(0.01)
Return on plan assets excluding Interest Income	0.19	(2.48)
Interest Income	2.88	2.63
Benefits Paid	-	(0.32)
Fair value of plan assets as at the end	42.40	39.34

**Expense recognised in the Income Statement**

(₹ in Lakhs)

Particulars	March 31, 2019
Current Service Cost	11.19
Past Service Cost	-
Interest Cost	7.61
Expense recognised in the Income statement	18.80

**Other Comprehensive Income**

(₹ in Lakhs)

Particulars	March 31, 2019
Actuarial (gains) / losses	
Actuarial (gains) / losses on obligations	(19.49)
Actuarial (gains) / losses on plan assets	(0.19)
Total OCI	(19.68)

**II. Long Term compensated absences – Leave Encashment**
**Assets and Liability (Balance sheet position)**

(₹ in Lakhs)

Particulars	March 31, 2019	March 31, 2018
Present value of obligation	(15.17)	(20.80)
Fair value if plan assets	-	-
Surplus / (deficit)	-	-
Net asset / (liability)	(15.17)	(20.80)

**Expense recognised during the period**

(₹ in Lakhs)

Particulars	March 31, 2019
In Income statement (P&L a/c – expense provision)	11.23

**Changes in the present value of obligation**

(₹ in Lakhs)

Particulars	For the period ending	
	March 31, 2019	March 31, 2018
Present value of obligations as at the beginning	20.80	5.21
Interest cost	1.48	0.34
Current Service Cost	9.75	10.10
Benefits Paid	(1.35)	(0.17)
Actuarial (Gain) / Loss on obligation	(15.51)	5.33
Present value of obligations as at the end	15.17	20.80
Bifurcation of net liability		
Current liability (Short Term)	1.58	2.56
Non-current liability (Long Term)	13.59	18.24
Net liability	15.17	20.80

**Changes in the fair value of plan assets**

(₹ in Lakhs)

Particulars	For the period ending	
	March 31, 2019	March 31, 2018
Fair value of plan assets as at the beginning	-	-
Adjustment to opening Fair value of plan asset	-	-
Return on plan assets excluding Interest Income	-	-
Interest Income	-	-
Contribution by employer	1.35	6.53
Benefits Paid	(1.35)	(6.53)
Fair value of plan assets as at the end	-	-

**Expense recognised in the Income Statement**

(₹ in Lakhs)

Particulars	March 31, 2019
Current Service Cost	9.75
Past Service Cost	
Interest Cost	1.48
Expense recognised in the Income statement	11.23

**III. Investment Details:**

Particulars	% Invested As at 31st March 2019	% Invested As at 31st March 2018
L.I.C.	100	100

#### IV. Actuarial assumptions:

	Gratuity (Funded) 2018-19	Leave Encashment (Non funded) 2018-19	Gratuity (Funded) 2017-18	Leave Encashment (Non funded) 2017-18
Mortality Table (LIC)				
Discount rate (per annum)	7.35%	7.35%	7.33%	7.33%
Expected rate of return on plan assets (Per annum)	7.71%	-	7.71%	-
Rate of escalation in salary (per annum)	4%	4%	4%	4%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of plan assets held, assessed risks, historical results of return on plan assets and the Company's policy for plan assets management.

#### 39. Disclosure as per Ind AS – 21 – The effects of changes in foreign exchange rates

##### Un-hedged foreign currency exposure at the yearend:

(₹ in Lakhs)

Particulars	March 31, 2019	March 31, 2018
Trade payables	Nil	717.97
Others	5,741.11	2,081.28

(₹ in lakhs)

Particulars	March 31, 2019	March 31, 2018
a. Exchange differences arising out of settlement / translation on account of export sales for the year	(322.52)	(77.28)
b. Exchange differences arising out of settlement / translation on account of previous year, imports	(3.72)	(16.68)
c. Exchange differences arising out of settlement / translation on account of others	7.90	(1.52)
Net gain / (loss) recognised during the year	(318.34)	(95.48)

#### 40. Disclosure as per Ind AS – 33 Earning per Share:

Particulars	March 31, 2019	March 31, 2018
Total No. of Shares	44289530	44289530
Profit after Taxes and exceptional items (₹ in lakhs)	(8264.40)	(3702.35)
Earning per share Basic & Diluted (₹/Share)	(18.66)	(8.36)

**41. Disclosure as per Ind AS-108 Operating Segments:**

The Segmental Reporting is given for Sales and Services since the Company is predominantly engaged in the manufacture and sale of Drill Pipe and Allied Products, Oil Country Tubular Goods (OCTG) and Services associated with the product.

(₹ in Lakhs)

Particulars	2018-2019	2017-2018
<b>1 Segment Revenue (Sales and Income from Services)</b>	<b>(Audited)</b>	<b>(Audited)</b>
- DRILL PIPE AND ALLIED PRODUCTS	1,727.13	493.46
- OCTG SALES	415.18	332.18
- OCTG SERVICES	-	-
- OTHER SALES AND SERVICES	396.19	241.45
<b>Total Segment Revenue</b>	<b>2,538.51</b>	<b>1,067.09</b>
<b>2 Segment Results Profit / (Loss) before Interest and Tax</b>		
- DRILL PIPE AND ALLIED PRODUCTS	(4,881.95)	(1,677.21)
- OCTG SALES	(1,173.57)	(1,129.04)
- OCTG SERVICES	-	-
- OTHER SALES AND SERVICES	(1,119.89)	(820.64)
<b>Total Segment Results</b>	<b>(7,175.41)</b>	<b>(3,626.89)</b>
<b>3 Unallocable Income / (Expenses) - Net</b>		
Less : Interest & Other Income / (Expenses)	(1,292.49)	(1,897.34)
<b>Total Profit Before Tax and After Exceptional Items.</b>	<b>(8,467.89)</b>	<b>(5,524.23)</b>
<b>4 Segment Assets</b>		
- DRILL PIPE AND ALLIED PRODUCTS	54.70	54.33
- OCTG SALES	13.15	36.57
- OCTG SERVICES		
- OTHER SALES AND SERVICES	12.55	28.58
<b>Total Segment Assets</b>	<b>80.40</b>	<b>117.48</b>
- Un-allocable Assets	26,164.96	33,582.59
<b>Total</b>	<b>26,245.36</b>	<b>33,700.07</b>
<b>5 Segment Liabilities</b>		
- DRILL PIPE AND ALLIED PRODUCTS	475.15	945.72
- OCTG SALES	114.22	636.63
- OCTG SERVICES		
- OTHER SALES AND SERVICES	109.00	462.73
<b>Total Segment Liabilities</b>	<b>698.36</b>	<b>2045.08</b>
- Un-allocable Liabilities	21,871.65	19,715.24
<b>Total</b>	<b>22,570.01</b>	<b>21,760.32</b>
<b>6 Capital Employed</b>		
- Un-allocable	3,675.35	11,939.75

Note: Capital Employed includes Share Capital and Reserves other than Revaluation Reserve.

**42. Disclosure as per Ind AS – 24 – Related party disclosures**

(₹ in Lakhs)

Sl. No.	Particulars of the party	Relationship	Nature of Transactions	March 31, 2019	March 31, 2018
A	United Steel Allied Industries Private Limited	One of the Director is related	Net Payments Made Closing Balance DR / (CR) Interest Paid	9.99 (352.86) 12.76	- (362.85) -
B	USAI Forge Private Limited	One of the Director is related	Sales / Material Purchase Net Payments Made Closing Balance DR / (CR)	- 138.64 (387.79)	2.88 - (526.43)

## Remuneration to Directors included under the head Employee Benefits Expense is as follows:

(₹ in Lakhs)

Sl. No.	Particulars of the party	Relationship	Nature of Transactions	March 31, 2019	March 31, 2018
A	Sri K.Suryanarayana	Chairman	Remuneration	39.12	39.12
B	Sri Sridhar Kamineni	Managing Director	Remuneration as Director	49.44	49.44
C	Dr. T S Sethurathnam	Director	Sitting Fee	1.44	1.65
D	Sri A P Vitthal	Director	Sitting Fee	1.65	1.65
E	Sri K V Ravindra Reddy	Director	Sitting Fee	1.65	1.65
F	Smt K Indira	Director	Sitting Fee	0.63	0.84
G	Sri CH Venkata Sastry	Chief Financial Officer (Upto 10-09-2018)	Remuneration	3.89	8.46
H	Sri J Ramamuni Reddy	Chief Financial Officer (From 11-02-2019)	Remuneration	1.17	-
I	Priyanka Garg	Company Secretary (From 13-06-2018)	Remuneration	1.92	-

## 43. Financial Instruments

## A) Financial Instruments by category

The carrying and fair value of financial instruments by categories of March 31, 2019 were as follows:

(₹ in Lakhs)

Particulars	March 31, 2019			March 31, 2018		
	Amortised Cost	Total carrying value	Total fair Value	Amortised Cost	Total carrying value	Total fair values
<b>Assets</b>						
Cash and cash equivalents	329.69	329.69	329.69	17.80	17.80	17.80
Other bank balances	229.28	224.17	224.17	335.50	335.50	335.50
Trade receivables	80.40	80.40	80.40	117.48	117.48	117.48
Other financial assets	10.16	10.16	10.16	1.16	1.16	1.16
<b>Total</b>	<b>649.53</b>	<b>649.53</b>	<b>649.53</b>	<b>471.94</b>	<b>471.94</b>	<b>471.94</b>
<b>Liabilities</b>						
Trade payables	698.36	698.36	698.36	2045.08	2045.08	2045.08
Borrowings	12061.80	12061.80	12061.80	12211.42	12211.42	12211.42
Other financial liabilities	2116.02	2116.02	2116.02	1220.78	1220.78	1220.78
<b>Total</b>	<b>14876.18</b>	<b>14876.18</b>	<b>14876.18</b>	<b>15477.28</b>	<b>15477.28</b>	<b>15477.28</b>

## B) Financial risk management

## Financial risk factors

The company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include market risk, and liquidity risk. The management reviews and design policies and procedures to minimize potential adverse effects on its financial performance. The primary market risk to the Company foreign exchange risk. The Company's exposure to credit risk is influenced mainly by the customer repayments. The Company's exposure to liquidity risks are on account of interest rate risk on borrowings. The following sections provide details regarding the Company's exposure to the above mentioned financial risks and the management thereof.

## Market risk

The Company operates internationally and a portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales and services in those countries. The exchange rate between the rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Company's operations are affected as the rupee appreciates/depreciates against these currencies. The Company leaves exchange rate risk with regard to foreign exposures unhedged when the local currency is appreciating against the foreign currency.





### Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments when counterparty defaults on its obligations. The Company's exposure to credit risk arises primarily from loans extended, security deposits, balances with bankers and trade and other receivables. The Company minimises credit risk by dealing exclusively with high credit rating counterparties. The Company's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Company trades only with recognised and creditworthy third parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Company's exposure to bad debts is not significant.

### Credit risk exposure

At the end of the reporting period, the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statement of financial position. No other financial assets carry a significant exposure to credit risk.

### Liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has short term borrowings from banks who had determined the working capital accounts as non-performing asset.

### 44. Remuneration to Auditor (excluding GST):

(In ₹)

	2018-2019	2017-2018
As: Auditor	400,000	400,000
For Taxation Matters	50,000	50,000
For Other Services	79,000	75,000

45. Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/disclosure.

Per our report attached  
for **G NAGENDRASUNDARAM & CO**  
Chartered Accounts  
(FRN 005355S)

**G NAGENDRASUNDARAM**  
Partner  
M.No. 050283

Place : Hyderabad  
Date : 23rd May,2019

*For and on behalf of the Board of Directors*

**K SURYANARAYANA**  
Chairman  
DIN : 00078950

**SRIDHAR KAMINENI**  
Managing Director  
DIN : 00078815

**Dr. T S SETHURATHNAM**  
Director  
DIN : 00042704

**K V RAVINDRA REDDY**  
Director  
DIN : 00083986

**A P VITTHAL**  
Director  
DIN : 00061080



**OIL COUNTRY TUBULAR LIMITED**

(CIN: L28932TG1985PLC005329)

Regd Office: : 9 - Kanchanjunga, King Kotl Road, Hyderabad - 500 001 (TG)

Email:demat@octlindia.com, website:www.octlindia.com

**Form MGT-11**

**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Regd. Folio No.	*DP ID :
No. of Shares held :	*Client ID :

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

- Name & Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her
- Name & Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her
- Name & Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her

and whose signatures are appended below as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Thursday, the 26th September, 2019 at 10.00 a.m. at Taj Mahal Hotel, 2nd Floor, Akshaya Hall, 4-1-999, Abids, Hyderabad – 500 001 and at any adjournment thereof In respect of resolutions are indicated below:

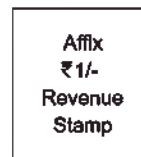
Sl No.	Resolution(s)	Vote	
		For	Against
1	Adoption of Audited financial statements for the year ended 31.03.2019		
2	To appoint M/s G Nagendra Sundaram & Co. Chartered Accountants as Statutory Auditors		
3	Re-appointment of Mr. Sridhar Kamineni as Managing Director for a period of five (5) years as Special Resolution		
4	To appoint Mr. K V Ravindra Reddy as Independent Director for tenure of five (5) years as Special Resolution		
5	To appoint Ms. Lakshmi Kiranmayi Annambotla as Non-Executive Independent Woman Director for tenure of five (5) years as Special Resolution		

\* Applicable for investors holding shares in Electronic form.

Signed \_\_\_\_\_ this day of \_\_\_\_\_ 2019

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_



Signature of the shareholder across Revenue stamp

**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- The proxy need not be a member of the company



**OIL COUNTRY TUBULAR LIMITED**

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Email:demat@octlindia.com, website:www.octlindia.com

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

Full name of the member attending \_\_\_\_\_

Member's Folio No/ Client ID : \_\_\_\_\_ No. Of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the 33rd Annual General Meeting of the Oil Country Tubular Limited, held on Thursday, the 26th September, 2019 at 10.00 a.m., at Taj Mahal Hotel, 2nd Floor, Akshaya Hall, 4-1-999, Abids, Hyderabad – 500 001.

.....  
Member's / Proxy's Signature

**Note:**

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



## OIL COUNTRY TUBULAR LIMITED

(CIN: L26932TG1985PLC005329)

Regd Office: : 9 - Kancharjunga, King Koti Road, Hyderabad - 500 001 (TG)

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### 33RD ANNUAL GENERAL MEETING Voting Through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is providing e-voting facility to the Members of the Company, the facility to vote at the 33rd Annual General Meeting to be held on Thursday, the 26th September, 2019. Members of the Company can transact all the items of the business through electronic voting system, provided by Central Depository Services Limited, as contained in the Notice of the Meeting.

The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again

The Company has appointed Ms. Manjula Aleti Practicing Company Secretary, who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three working days from the date of conclusion of the shareholders meeting, submit her report after consolidation of e-voting and the votes in the shareholders meeting, cast in favour of or against, if any, to the Chairman of the Company. Results will be uploaded on the Company's website as well as intimated to the Stock Exchanges (BSE & NSE).

The procedure and instructions for members for voting electronically are as under:

- i) The voting period begins at 9.00 A.M. on 23rd September, 2019 and ends at 5 P.M. on 25th September, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iv) Click on Shareholders.
- v) Now Enter your User ID :
  - a) For CDSL:— 16 digits beneficiary ID
  - b) For NSDL:— 8 Character DPID followed by 8 Digits Client ID
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li><input type="checkbox"/> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v)</p>



- ix) After entering these details appropriately, click on “SUBMIT” tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN (190813010) for the relevant Oil Country Tubular Limited on which you choose to vote.
- xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii) If demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
    - i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 27th July, 2018 may follow the same instructions as mentioned above for e-Voting.
- xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Yours Sincerely,  
For Oil Country Tubular Ltd

Place : Hyderabad  
Date : 08.08.2019

K Suryanarayana  
Chairman



### E-Voting Page

Resolution No. as per Notice	Particulars	No. of Shares Held	Assent	Dissent
	<b>Ordinary Business</b>			
1	Adoption of Audited financial statements for the year ended 31.03.2019			
2	Re-appointment of M/s G Nagendra Sundaram & Co. Chartered Accountants as Statutory Auditors.			
	<b>Special Business : Special Resolution</b>			
3.	Re-appointment of Mr. Sridhar Kamineni as Managing Director for a period of five (5) years			
4.	To appoint Mr. K V Ravindra Reddy as Independent Director for tenure of five (5) years.			
5.	To appoint Ms. Lakshmi Kiranmayi Annambotla as Non-Executive Independent Woman Director for tenure of five (5) years as Special Resolution			



If undelivered, please return to:

**Oil Country Tubular Ltd.**

Regd. Office: 9, Kanchanjunga, King Koti Road,  
Hyderabad - 500 001, Telangana, India.