



June 17, 2023

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 BSE Scrip Code:500313 (In the process of voluntary Delisting)	To, National Stock Exchange of India Limited "Exchange Plaza" 5th Floor, Plot No. C-1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 NSE Scrip Code - OILCOUNTUB
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Sub: Notice of 37th Annual General Meeting

Dear Sir/Madam,

We wish to inform you that **37th Annual General Meeting ("AGM")** of the Company will be held on **Thursday, July 13, 2023, at 11:00 AM. (IST) through Video Conference/Other Audio-Visual Means**, in accordance with General Circular Nos. 14/ 2020 dated April 8, 2020, 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022, issued by Ministry of Corporate Affairs ("**MCA Circulars**").

Pursuant to Regulations 30 and 34 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 ("**Listing Regulations**"), we are submitting herewith the Notice of 37th Annual General Meeting of the Company, which was sent today i.e., 17.06.2023 through electronic mode to those Members whose e-mail addresses are registered with the Company, Registrar & Share Transfer Agent or Depositories, in accordance with the MCA Circulars and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI. It is also uploaded on the Company's website <https://www.octlindia.com/annualreports.html>



Book Closure

Register of Members and Share Transfer Books of the Company will be closed from **Friday, July 07, 2023, to Thursday, July 13, 2023 (both days inclusive)** for the purpose of Annual General Meeting.

Participation at the AGM through VC/OAVM

General Circulars issued by MCA have allowed holding of the annual general meetings via video Conferencing or other audio-visual means, without the physical presence of members at a common venue. As per these Circulars, the 37th AGM of the Company will be conducted exclusively through VC/OAVM, in accordance with the relevant provisions of the Companies Act, 2013 (“**the Act**”) and the Listing Regulations. Members may attend and participate in the AGM only through the VC/OAVM facility, as indicated in the Notice of the Meeting. Please note that there will be no provision for attending and participating in person at the 37th AGM of the Company.

Instruction for e-Voting before and during the AGM

In compliance with Section 108 and other applicable provisions of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and SEBI Circular dated December 9, 2020, the Company has engaged National Securities Depository Limited for providing e-Voting platform to Members of the Company for casting their votes on the resolutions as set out in the Notice through **(a) remote e-voting prior to the Meeting;** and **(b) e-voting during the Meeting.**

Members of the Company holding shares either in physical form or in electronic form as on **Thursday, July 06, 2023 (“Cut-off Date”)**, may cast their vote by remote e-voting in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date, through any one of the below modes:



a) Remote e-voting prior to the Meeting:

Commencement of remote e-voting period: **Monday, July 10, 2023, at 9:00 a.m. (IST)**

Conclusion of remote e-voting period: **Wednesday, July 12, 2023, at 5:00 p.m. (IST)**

(It is important to note that the remote e-voting module will be disabled by NSDL after the conclusion of the e-voting period.)

(b) Voting during the Meeting via e-Voting:

During the Meeting, Members who are entitled to vote but have not yet voted through remote e-Voting may still exercise their voting rights through e-Voting. However, Members who have already cast their vote through remote e-Voting shall not be permitted to vote again during the Meeting, although they may still attend the meeting.

Detailed instructions pertaining to (a) remote e-Voting before the meeting, (b) participation in and joining of the Meeting through VC/OAVM, (c) e-Voting during the Meeting, and (d) registration of email IDs are provided in the Notice of the AGM.

We request you to take this on record and to treat the same as compliance with the applicable Provisions of the Listing Regulations.

Thanking you,

Yours Truly,

For Oil Country Tubular Ltd

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

Thirty Seventh Annual Report 2022-2023



Oil Country Tubular Limited
India

**BOARD OF DIRECTORS**

Mr. K. Suryanarayana	Chairman
Mr. Sridhar Kamineni	Managing Director
Mr. Sunil Tandon	Director (from October 07, 2022)
Mrs. Uma Tiruveedula	Director (from October 07, 2022)
Mr. K. Vijayarama Raju	Director (from February 25, 2023)
Mr. Dinakar Vemulapalli	Director (from February 25, 2023)

COMPANY SECRETARY

Mrs. D. Sumalatha (From February 01, 2023 till May 23, 2023)
Mr. Sudhir Kumar Pola (From May 24, 2023)

CHIEF FINANCIAL OFFICER

Mr. J. Ramamuni Reddy

REGISTERED OFFICE

Kamineni, 3rd Floor, King Koti
Hyderabad - 500 001 (TG)
Phone No: 040 - 2478 5555
Website : www.octlindia.com
[Email: demat@octlindia.com](mailto:demat@octlindia.com)

BANKERS

State Bank of India
IDBI Bank

AUDITORS

CKS Associates
Chartered Accountants
87 Nagarjuna, Road No.3
Gagan Mahal Colony
Hyderabad - 500 029 (T.G.)

WORKS

Sreepuram
Narketpally Mandalam
Nalgonda District - 508 254 (TG)

REGISTRARS & SHARE TRANSFER AGENTS

XL Softech Systems Limited
3, Sagar Society, Road No.2
Banjara Hills Hyderabad - 500 034 (TG)
Phone No: 040 - 2354 5913
[Email:xlfield@gmail.com](mailto:xlfield@gmail.com)



NOTICE is hereby given that the 37th Annual General Meeting of the Members of Oil Country Tubular Limited will be held on Thursday, the 13th day of July, 2023 at 11:00 A.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The venue of the Annual General Meeting ('AGM') shall be deemed to be conducted at the Registered Office of the Company at Kamineni, 3rd Floor, King Koti, Hyderabad - 500 001, Telangana, India, 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, 2023, Audited Balance Sheet and the Audited Cash Flow Statement as at that date together with Director's Report and Auditor's Report thereon.

SPECIAL BUSINESS:**2) APPOINTMENT OF MR. SUNIL TANDON (DIN: 00874257) AS DIRECTOR (NON-EXECUTIVE & INDEPENDENT)**

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

"RESOLVED THAT, pursuant to provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Sunil Tandon (DIN: 00874257) who was appointed as an Additional Director of the Company with effect from 07th October, 2022 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non-Executive Independent Director of the Company to hold office for five (5) consecutive years for the maximum period upto 06th October 2027."

3) APPOINTMENT OF MRS. UMA TIRUVEEDULA (DIN:09754712) AS DIRECTOR (NON-EXECUTIVE & INDEPENDENT WOMAN DIRECTOR)

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

"RESOLVED THAT, pursuant to provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mrs. Uma Tiruvedula (DIN: 09754712) who was appointed as an Additional Director of the Company with effect from 07th October, 2022 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of the Director and declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Non-Executive Independent Women Director of the Company to hold office for five (5) consecutive years for the maximum period upto 06th October 2027."



4) APPOINTMENT OF MR. KUNAPARAJU VIJAYARAMA RAJU (DIN: 07868050) AS DIRECTOR (NON- EXECUTIVE INDEPENDENT)

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

“RESOLVED THAT, pursuant to provision of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Kunaparaju Vijayarama Raju (DIN: 07868050) who was appointed as an Additional Director of the Company with effect from 25th February, 2023 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as a Non-Executive Independent Director of the Company to hold office for five (5) consecutive years for the maximum period upto 24th February, 2028.”

5) APPOINTMENT OF MR. DINAKAR VEMULAPALLI (DIN: 00946199) AS DIRECTOR (NON-EXECUTIVE)

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

“RESOLVED THAT pursuant to provision of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Dinakar Vemulapalli (DIN: 00946199), who was appointed as an Additional Director of the company with effect from 25th February, 2023 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of the Director and consent to act as Director be and is hereby appointed as Non-Executive Director of the company whose office is liable to retire by rotation.”

6) RE-APPOINTMENT OF SHRI K. SURYANARAYANA AS EXECUTIVE CHAIRMAN (WHOLE TIME DIRECTOR)

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

“RESOLVED THAT pursuant to the Provisions of sections 196, 197 and 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with schedule V thereto and the Rules made there under including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the company be and is hereby accorded for the re-appointment of Shri K. Suryanarayana (DIN: 00078950) who has attained the age of 87 years as Executive Chairman (Whole Time Director) of the Company as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors for a period of Three Years with effect from 21st September 2022 to 20th September 2025, whose offices shall not be liable to retire by rotation, at a remuneration and perquisites within the limits prescribed under Section 196, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013, subject to overall ceiling limits fixed under Schedule V - Part II, Section I & Section II of Companies Act, 2013, as amended from time to time.

**7) VOLUNTARY DELISTING OF COMPANY'S EQUITY SHARES FROM BSE LIMITED (BOMBAY STOCK EXCHANGE)**

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

RESOLVED THAT (i) pursuant to provisions of Part A of Chapter - III of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("Delisting Regulations") where no exit opportunity is required (ii) pursuant to the approval of the Board of Directors of the Company in its meeting held on October 27, 2022 for the voluntary delisting of the equity shares of the Company only from BSE Limited (Bombay Stock Exchange) (iii) Subject to continuation of listing of equity shares on National Stock Exchange of India Limited (NSE) (iv) Pursuant to the requirement of obtaining approval of shareholders by BSE Limited (Bombay Stock Exchange) and subject to the compliance as required, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares of the Company from BSE Limited (Bombay Stock Exchange).

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to file applications, documents and other related correspondence as may be required before any regulatory authorities in connection with the said matter.

RESOLVED FURTHER THAT all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved and confirmed in all respects.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

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

Place: Hyderabad

Date : 24-May-2023

**Sudhir Kumar Pola
Company Secretary
M.No.F8999**



1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 37th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on Thursday, July 13, 2023, at 11:00 AM (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at "Kamineni", 3rd Floor, King Koti, Hyderabad.

2. Pursuant to the provisions of the Companies Act, 2013 a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the mca circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the mca circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
3. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e., other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at pcsmanjula@gmail.com with a copy marked to evoting@nsdl.co.in and demat@octlindia.com not later than 48 hours before the scheduled time of the commencement of the Meeting. Corporate Members/ Institutional shareholders (i.e., other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the " Upload Board Resolution/Authority Letter" displayed under the " e-voting" tab in their login.

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business under Item Nos. 2 to 7 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at the AGM are provided as an annexure to the Notice. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
5. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Pursuant to Regulation 44(6) of Listing Regulations, the Company



is also providing a live webcast of the proceedings of the AGM. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM, without restriction on account of a first come first served basis.

6. The Notice convening the AGM has been uploaded on the website of the Company <https://www.octlindia.com/annualreports.html> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com, www.nseindia.com, respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
7. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 and relevant documents referred to in this Notice of AGM, will be available electronically for inspection by the Members during AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to the company mail id at demat@octlindia.com.
9. The Company's Registrar & Transfer Agents for the Share Registry Work (Physical and Electronic) are XL Softech Systems Limited having their office at 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad – 500 034, Telangana, Phone: +91-40-23545913, [Email: xlfield@gmail.com](mailto:xlfield@gmail.com).
10. Non-Resident Indian Shareholders are requested to inform the Registrars, XL Softech Systems Limited immediately about: a. The change in residential status on return to India for permanent settlement. b. The particulars of bank account maintained in India with complete name, branch, account type, account number and branch address, if not furnished earlier
11. The Register of Members and Transfer Books of the Company will be closed from Friday, 07th July, 2023 to Thursday, 13th July 2023 (both days inclusive) for the purpose of AGM.
12. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to



register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR- 3. The said forms can be downloaded from the company's website www.octlindia.com. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form by quoting their folio no.

13. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in Form No. ISR- 1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to RTA, the details of such folios together with the share certificates and self- attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes. The consolidation will be processed in demat form.
15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the RTA of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
16. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the RTA in case the shares are held by them in physical form.
17. Registration of e-mail address permanently with Company/DP: Members are requested to register the same with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form ISR1 duly filled and signed by the holders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs / RTA to enable servicing of notices/documents / Annual Reports and other communications electronically to their e-mail address in the future.
18. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system as well as e-voting during the AGM will be provided by NSDL.



19. Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of Thursday, July 06, 2023 (cut-off date not earlier than 7 days before the AGM), may cast their vote by remote e-Voting. The remote e-voting period commences on Monday, July 10, 2023, at 9:00 a.m. (IST) and ends on Wednesday, July 12, 2023, at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before the AGM and e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date of Thursday, July 06, 2023. Subject to receipt of the requisite number of votes, the Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the AGM i.e., on Thursday, July 13, 2023. The Notice of the AGM indicating the instructions for the remote e-voting process can be downloaded from the NSDL's website www.evoting.nsdl.com or the Company's website www.octlindia.com
20. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through remote e-Voting.
21. A person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Thursday, July 06, 2023, shall be entitled to avail of the facility of remote e-voting before the AGM as well as e-Voting during the AGM. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and becomes a Member of the Company after the dispatch of this Notice and holding shares as on the cut-off date, i.e., Thursday, July 06, 2023 may obtain the User ID and password by sending a request along with the requisite documents to the company at demat@octlindia.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or contact at 022 - 4886 7000 and 022 - 2499 7000. In the case of Individual Shareholders holding securities in Demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, July 06, 2023, may follow steps mentioned herein below under Step 1 (A) i.e "Login method for remote e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode.
22. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.



23. Ms.Manjula Aleti, Practicing Company Secretary (Membership No. F10380 & CP No.13279) has been appointed as the Scrutinizer by the Board for providing a facility to the Members of the Company to scrutinize the remote e-Voting process before the AGM as well as remote e- Voting during the AGM fairly and transparently.
24. The Scrutinizer will submit her report to the Chairman or any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges on which the Company's shares are listed i.e., BSE, NSE, and will also be displayed on the Company's website at www.octlindia.com
25. Members are encouraged to submit their questions in advance concerning the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number, and mobile number, to reach the Company's email address at demat@octlindia.com before 5.00 p.m. (IST) on Tuesday, July 11, 2023. Queries that remain unanswered at the AGM will be appropriately responded to by the Company at the earliest, post the conclusion of the AGM.
26. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at demat@octlindia.com between Friday, July 07, 2023 (9:00 a.m.(IST) and Tuesday, July 11, 2023 (5:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker on the dedicated email id demat@octlindia.com will be allowed to express their views/ask questions during the AGM. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
27. The detailed procedure with respect to e-voting at AGM is placed below.



THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 10th July, 2023, 09:00AM and ends on 12th July, 2023 05:00 P.M.

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 06th July, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 06th July, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system


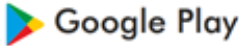


A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp



	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>     </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>



	<p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website HYPERLINK "http://www.cdslindia.com" www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on HYPERLINK "http://www.cdslindia.com" www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at 1800 22 55 33</p>



B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demataccount with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID\ For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.****How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pscmanjula@gmail.com with a copy marked to HYPERLINK "mailto:evoting@nsdl.co.in" evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Swapnil at evoting@nsdl.co.in



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to demat@octlindia.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to demat@octlindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at demat@octlindia.com. The same will be replied by the company suitably.

**Explanatory Statements pursuant to section 102 of the Companies Act, 2013, in respect of item nos. 2, 3,4,5,6 and 7 of the notice.****Item No: 2 :- To Appoint Mr. Sunil Tandon as an Independent Director of the Company**

Mr. Sunil Tandon (DIN:00874257) holds a Master's Degree in Business Administration from Strathclyde Business School, UK, with a specialization in Financial Management and a former Indian Administrative Service Officer. He has held senior positions in State and Central Governments. He has been credited with initializing and successfully implementing several large Public Private Partnership projects in India. With over 41 years of work experience in the private sector and in the Government, his experience spans the entire spectrum from policy formulation to implementation of policy.

Mr. Sunil Tandon was appointed by the Board of Directors at their 201st Meeting held on October 07, 2022 as Additional Director (Non-Executive Independent) for a period of Five Years subject to approval of the Shareholders. In terms of Section 160 of the Companies Act, 2013, the Board of Directors has recommended the appointment of Mr. Sunil Tandon as an Independent Director pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has also received a notice in writing from a member proposing the candidature of Mr. Sunil Tandon to be appointed as a Director of the Company. The Company has received a declaration from Mr. Sunil Tandon confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Sunil Tandon's consent to act as Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Sunil Tandon fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Sunil Tandon's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from October 07, 2022

Copy of letter of appointment of Mr. Sunil Tandon setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Sunil Tandon pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

Except Mr. Sunil Tandon, being the appointee, none of the Directors and Key Managerial Personnel of the Company are concerned or interested financially or otherwise, in the resolution set out at Item No. 2

Your Directors recommend the Special Resolution for your approval.

**Item: 3:- To Appoint Mrs. Uma Tiruveedula as an Independent Woman Director**

Mrs. Uma Tiruveedula (DIN:09754712) is Graduate in Commerce and has long experience having worked with Andhra Bank (now Union Bank of India) and currently working for Ashok Leyland LCV for Rayalaseema Region.

Mrs. Uma Tiruveedula was appointed by the Board of Directors at their 201st Meeting held on October 07, 2022 as Additional Director (Non-Executive Independent) for a period of Five Years subject to approval of the Shareholders.

The Company has also received a notice in writing from a member proposing the candidature of Mrs. Uma Tiruveedula to be appointed as a Director of the Company. The Company has received a declaration from Mrs. Uma Tiruveedula confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mrs. Uma Tiruveedula consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Uma Tiruveedula fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and she is independent of the management. Considering Mrs. Uma Tiruveedula knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of five years with effect from October 07, 2022

Copy of letter of appointment of Mrs. Uma Tiruveedula Tandon setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mrs. Uma Tiruveedula pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

Except Mrs. Uma Tiruveedula, being the appointee, none of the Directors and Key Managerial Personnel of the Company are concerned or interested financially or otherwise, in the resolution set out at Item No. 3.

Your Directors recommend the Special Resolution for your approval.

Item: 4: To Appoint Mr. Kunapuraju Vijayarama Raju as an Independent Director

Mr. Kunaparaju Vijayarama Raju is a qualified Engineer with B.E. (Industrial Production Engineering) and PG (Tool Design). He is having over 35 years of work experience in manufacturing of critical components for various Defence Projects.

Mr. Kunaparaju Vijayarama Raju (DIN:07868050) was appointed by the Board of Directors at their 204th Meeting held on February 25, 2023 as Additional Director (Non-Executive Independent) for a period of Five Years subject to approval of the Shareholders.

The Company has also received a notice in writing from a member proposing the candidature of Mr. Kunaparaju Vijayarama Raju to be appointed as a Director of the Company. The Company has received a declaration from Mr. Kunaparaju Vijayarama Raju confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Kunaparaju Vijayarama Raju consent to act as a Director in terms of section 152 of the Companies Act, 2013



and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Kunaparaju Vijayarama Raju fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Kunaparaju Vijayarama Raju knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from February 25, 2023.

Copy of letter of appointment of Mr. Kunaparaju Vijayarama Raju setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Kunaparaju Vijayarama Raju pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

Except Mr. Kunaparaju Vijayarama Raju, being the appointee, none of the Directors and Key Managerial Personnel of the Company are concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

Your Directors recommend the Special Resolution for your approval.

Item: 5:- To Appoint Mr. Dinakar Vemulapalli as Non - Executive Director

Mr. Dinakar Vemulapalli (DIN:00946199) is a qualified Engineer with a B.E. (Mechanical Engineering) with over 30 years of experience in engineering industry including manufacturing of critical components required for Oil & Gas sector as well as for defense projects, aerospace and Industrial automation.

Mr. Dinakar Vemulapalli was appointed by the Board of Directors at their 204th Meeting held on February 25, 2023 as an Additional Director (Non-Executive) subject to approval of the Shareholders.

The Company has also received a notice in writing from a member proposing the candidature of Mr. Dinakar Vemulapalli Raju to be appointed as a Director of the Company. The Company has also received Mr. Dinakar Vemulapalli' s consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Additional information in respect of Mr. Dinakar vemulapalli pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

Considering Mr. Dinakar Vemulapalli' s knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Director.

Except Mr. Dinakar Vemulapalli, being the appointee, none of the Directors and Key Managerial Personnel of the Company are concerned or interested financially or otherwise, in the resolution set out at Item No. 5.

Your Directors recommend the Special Resolution for your approval.

**Item: 6: To Reappoint Mr. K. Suryanarayana as Executive Chairman. (Whole Time Director)**

Shri. K. Suryanarayana, aged 87 years is a Metallurgical Engineer from Banaras Hindu University. He worked in Rourkela Steel Plant as Production Engineer. He was trained in Kaiser Steel Works, Fontana California, USA in the Technology of Steel Making. Based on the recommendation of Nomination & Remuneration Committee. Shri K. Suryanarayana was appointed as Executive Chairman for a period of Three (3) Years from 21st September 2022 to 20th September 2025 by the Board at the meeting held on 24th May 2023, at the Remuneration at the existing level, as under:

Remuneration and perquisites as detailed below within the limits prescribed under section 196,197,198 and schedule V and other applicable provisions of the Companies Act, 2013 subject to overall ceiling fixed under Schedule V- Part II, Section I & II of Companies Act, 2013 amended from time to time.

Salary: Rs. 3,00,000/- Per Month

Commission: An amount equal to 5 (Five) percent of the Net Profit of the Company in each Financial Year computed in accordance with Section 198 of the Companies Act, 2013 including salary and perquisites.

Additional information in respect of Shri. K. Suryanarayana pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

None of the Directors except, Shri K. Suryanarayana and Mr. Sridhar Kamineni, who are related, are interested in the Resolution.

Your Directors recommend the Special Resolution for your approval.

Item: 7: VOLUNTARY DELISTING OF COMPANY'S EQUITY SHARES FROM BSE LIMITED (Bombay Stock Exchange)

The Board of Directors in their meeting held on 27th October, 2022 had approved voluntary delisting of the company's equity shares from BSE Limited under Part-A of Chapter-III of Securities Exchange Board of India (Delisting of Equity Shares) Regulations, 2021("Delisting Regulations") where no Exit Opportunity is required. Though the company had submitted all documents to Bombay Stock Exchange, the Bombay Stock Exchange had insisted the company to obtain the approval of shareholders and a report from Independent Directors of the company.

The report of Independent Directors is placed herein below.

**REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF OIL COUNTRY TUBULAR LIMITED
RECOMMENDING VOLUNTARY DELISTING FROM BSE LIMITED (BOMBAY STOCK EXCHANGE)****Members Present:**

1. Mr. Sunil Tandon : Independent Director and Chairman
2. Mr. K. Vijayarama Raju : Independent Director and Member
3. Mrs. Uma Tiruveedula : Independent Director and Member

Following was brought to the notice of the Committee on the subject of Voluntary Delisting with No Exit option of Company's Equity Shares from Bombay Stock Exchange (BSE).

1. Oil Country Tubular Limited (OCTL) was under Corporate Insolvency Resolution Process (CIRP) during the period 28.01.2020 till 21.09.2022. Subsequent to withdrawal of CIRP, the Management was restored to the Board of Directors vide Hon'ble NCLT Order No. IA No.975/2022 dated September 21, 2022.
2. As part of many cost saving measures being implemented in areas of administration and operations, the Board of Directors in their meeting held on October 27, 2022 resolved to delist the Equity Shares of the Company from BSE Limited (Bombay Stock Exchange) while continuing to list in National Stock Exchange (NSE). Accordingly, an application was filed for delisting of the Company Scrip in BSE on November 15, 2022 as per Part-A of Chapter-III of Securities Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, where No Exit Opportunity is required.
3. As per Regulation 6(1) of Securities Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, in addition to the Board approval, the Company is required to issue (a) Public Notice of the proposed delisting and (b) disclose the fact of the delisting in its first Annual Report post delisting. The Company complied with all the Regulations laid down in Part-A of Chapter-III of Securities Exchange Board of India (Delisting of Equity Shares) Regulations, 2021,.
4. Though not mandated as per Part-A of Chapter-III of Securities Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 where no Exit Opportunity is required, Bombay Stock Exchange is insisting to submit report of Committee of Independent Directors and also obtain the consent of Shareholders.
5. Despite continuous follow up with Bombay Stock Exchange and despite making the payment of Rs.14,75,000/- (including GST) towards delisting processing fee, the Bombay Stock Exchange did not delist the Company Scrip as of now insisting that Report of the Committee of Independent Directors and Consent of Shareholders are required.
6. The Company brought the matter to the notice of SEBI and requested their intervention, the response from SEBI is reproduced below:-

"The matter was taken up with BSE, which inter alia has submitted as below:

As per the clause 2 of the said listing agreement which is signed by the company at the time of listing following is to be noted:



2. *That without prejudice to the above clause, the Issuer hereby covenants and agrees that it shall comply with the following:–*

- *the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/circulars as may be issued by SEBI from time to time.*
- *the relevant byelaws / regulations / circulars / notices / guidelines as may be issued by the Exchange from time to time.*
- *such other directions, requirements and conditions as may be imposed by SEBI / Exchange from time to time."*

Further, we would like to draw reference to the following provisions under the Securities Law which inter-alia provide that all listed companies shall comply with conditions prescribed by the Exchange:

Regulation 3.1A.3 of BSE Capital Market Regulations: Listing Conditions and Requirements:

"All Companies which are listed on the Exchange shall comply with the listing conditions and requirements contained in the relevant listing agreement, Rules, Byelaws and Regulations, securities laws and regulations prescribed by SEBI, and such other conditions as may be prescribed by the Exchange."

In line of the above submission, Exchange has requested the captioned company to submit the documents as per Exchange checklist including the above mentioned requirement.

7. Further, the Company had to pay the Annual Listing Fee to BSE for the Financial Year 2023-24 as the Company's Equity Shares continue to be listed in the BSE despite the Company application dated November 15, 2022 to BSE for delisting the Scrip from the BSE.
8. Under the circumstances, the Company is left with no option but to submit to the requirements of BSE.

The Management further informed the Committee that it took note of the above and has also reviewed Part-A of Chapter-III of Securities Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 where no Exit Opportunity is required and concluded that there is no requirement as per above said Regulation, for submission of report of the Committee of Independent Directors and the consent of the Shareholders on the voluntary delisting.

The Committee also took note of the requirements as demanded by BSE, insisting on the Company to submit additional requirements apart from that stipulated under Part-A of Chapter-III of Securities Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 where no Exit Opportunity is required.

The Committee after detailed deliberations and noting the management's desire to reduce cost and streamline operations came to the conclusion that there is no need to continue the listing of Company's Equity shares in Two Exchanges.



The Committee unanimously recommended to the Board of Directors to uphold the approval of voluntary delisting from Bombay Stock Exchange (BSE) as approved by the Board of Directors in their meeting held on 27th October, 2022 and further recommended to include this report in the Notice to the Shareholders in the ensuing 37th Annual General Meeting (AGM).

The Committee noted that the Company Equity Shares will continue to be listed in the National Stock Exchange (NSE).

**Sd/-
Sunil Tandon
Chairman**

**Sd/-
K. Vijayarama Raju
Member**

**Sd/-
Uma Tiruveedula
Member**

Date: 24-May-2023
Place: Hyderabad

Your Directors recommend the Special Resolution for your approval.

**Place: Hyderabad
Date: 24-May-2023**

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

**Sudhir Kumar Pola
Company Secretary
M.No.F8999**



Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting on Thursday, July 13, 2023

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

S.No	Particulars	Name of the Director
		Mr. Sunil Tandon
	DIN	00874257
2	Date of Birth & Age	26/09/1957. 65 Years
3	Qualification	MBA
4	Experience and expertise in specific functional areas	Over 41 years of work experience in the private sector and in the Government, his experience spans the entire spectrum from policy formulation to implementation of policy.
5	Brief resume	Brief Resume is provided in explanatory statements forming part of this notice
6	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to Directors, Manager and other Key Managerial Personnel of the Company
7	Nature of appointment (appointment / re-appointment)	Appointment as an Independent Director of the company
8	Terms and Conditions of appointment / re-appointment	Independent Director for a period of 5 years i.e., from October 07, 2022 to October 06, 2027
9	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	NIL/NA
10	Date of first appointment on the Board	07 - October - 2022
11	Shareholding in the Company	NIL
12	The number of Meetings of the Board attended during the year	4
13	Directorship Details of the Board	1.Skarma Consultancy Private Limited 2. IRB Infrastructure Private Limited 3.Quest Tradeserve Private Limited 4. Positive Solar Energy Private Limited
14	Membership/ Chairmanship of Committees of other Board	NIL
15	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He is a former Indian Administrative Service Officer. He has held senior positions in State and Central Governments. He has been credited with initializing and successfully implementing several large Public Private Partnership projects in India. With over 41 years of work experience in the private sector and in the Government, his experience spans the entire spectrum from policy formulation to implementation of policy.
16	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board.	NIL
17	Names of listed entities from which the person has resigned in the past three years	NIL



Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting on Thursday, July 13, 2023

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

S.No	Particulars	Name of the Director
		Mrs. Uma Tiruveedula
	DIN	09754712
2	Date of Birth & Age	16/05/1953. 69 Years
3	Qualification	Graduate in Commerce
4	Experience and expertise in specific functional areas	She has a long experience of working with Andhra Bank(Currently Union bank)
5	Brief resume	Brief Resume is provided in explanatory statements forming part of this notice
6	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to Directors, Manager and other Key Managerial Personnel of the Company
7	Nature of appointment (appointment / re-appointment)	Appointment as an Independent Director of the company
8	Terms and Conditions of appointment / re-appointment	Independent Director for a period of 5 years i.e., from October 07, 2022 to October 06, 2027
9	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	NIL/NA
10	Date of first appointment on the Board	07 - October - 2022
11	Shareholding in the Company	NIL
12	The number of Meetings of the Board attended during the year	4
13	Directorship Details of the Board	NIL
14	Membership/ Chairmanship of Committees of other Board	NIL
15	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mrs. Uma Tiruveedula is a Graduate in Commerce and has long experience having worked with Andhra Bank (now Union Bank of India) and currently working for Ashok Leyland LCV for Rayalaseema Region.
16	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board.	NIL
17	Names of listed entities from which the person has resigned in the past three years	NIL



Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting on Thursday, July 13, 2023

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

S.No	Particulars	Name of the Director
		Mr.Kunaparaju Vijayaramara Raju
	DIN	07868050
2	Date of Birth & Age	06/11/1966. 56 Years
3	Qualification	B.E. (Industrial Production Engineering) and PG (Tool Design)
4	Experience and expertise in specific functional areas	Over 35 years of work experience in manufacturing of critical components for various Defence Projects.
5	Brief resume	Brief Resume is provided in explanatory statements forming part of this notice
6	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to Directors, Manager and other Key Managerial Personnel of the Company
7	Nature of appointment (appointment / re-appointment)	Appointment as an Independent Director of the company
8	Terms and Conditions of appointment / re-appointment	Independent Director for a period of 5 years i.e., from February 25, 2023 to February 24, 2028
9	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	NIL/NA
10	Date of first appointment on the Board	25 - February - 2023
11	Shareholding in the Company	NIL
12	The number of Meetings of the Board attended during the year	1
13	Directorship Details of the Board	Vijai Ganges and Equipments Private Limited
14	Membership/ Chairmanship of Committees of other Board	NIL
15	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He is having over 35 years of work experience in manufacturing of critical components for various Defence Projects.
16	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board.	NIL
17	Names of listed entities from which the person has resigned in the past three years	NIL



Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting on Thursday, July 13, 2023

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

S.No	Particulars	Name of the Director
		Mr.Dinakar Vemulapalli
	DIN	00946199
2	Date of Birth & Age	16/07/1965. 57 Years
3	Qualification	B.E (Mechanical Engineering)
4	Experience and expertise in specific functional areas	Over 30 years of experience in engineering industry including manufacturing of critical components required for Oil & Gas sector as well as for defense projects, aerospace and Industrial automation.
5	Brief resume	Brief Resume is provided in explanatory statements forming part of this notice
6	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to Directors, Manager and other Key Managerial Personnel of the Company
7	Nature of appointment (appointment / re-appointment)	Appointment as an Non-Executive Director of the company
8	Terms and Conditions of appointment / re-appointment	NA
9	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	NIL/NA
10	Date of first appointment on the Board	25- February - 2023
11	Shareholding in the Company	NIL
12	The number of Meetings of the Board attended during the year	1
13	Directorship Details of the Board	1.G K Cocoa Products Private Limited
14	Membership/ Chairmanship of Committees of other Board	NIL



Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting on Thursday, July 13, 2023

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

S.No	Particulars	Name of the Director
		Shri. K. Suryanarayana
	DIN	00078950
2	Date of Birth & Age	15.06.1936. 87 Years
3	Qualification	Degree in Metallurgy from Banaras Hindu University, India, in 1959
4	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Father of Mr. Sridhar Kamineni , Managing Director
5	Nature of appointment (appointment / re- appointment)	Re-Appointment as Executive Chairman of the company
6	Terms and Conditions of appointment / reappointment	Executive Chairman for a period of 3 years i.e., from September 21, 2022 to September 20, 2025
7	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Rs.3 Lakhs Per Month, the last drawn salary is sought to be paid upon his reappointment.
8	Date of first appointment on the Board	22.02.1985 (Founder Director)
9	Shareholding in the Company	3600 Equity Shares of Rs.10/- Each
10	The number of Meetings of the Board attended during the year	4
11	Directorship Details of the Board	1.Kamineni Hospitals Private Limited 2. United Steel Allied Industries Private Limited 3.Kamineni Health Services Private Limited 4.Kamineni Oncology Centre Private Limited 5.Titanium Constructions Private Limited 6.Kamineni Health care Private Limited 7.Kamineni Infrastructure Private Limited 8.Kaminei Steel and Power India Private Limited
12	Membership/ Chairmanship of Committees of other Board	NIL
13	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board.	NIL
14	Names of listed entities from which the person has resigned in the past three years	NIL