

Oil Country Tubular Ltd.

'KAMINENI', 3rd Floor, King Koti, Hyderabad - 500001,
Telangana, India. ☎ +91 40 2478 5555, Fax: +91 40 2475 9299
CIN: L26932TG1985PLC005329, GSTIN: 36AAACO2290HIZJ



May 25, 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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Dear Sir / Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023

Pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we enclose herewith Annual Secretarial Compliance Report for the year ended March 31, 2023 issued by Ms. Manjula Aleti, Practicing Company Secretary

We request you to take on record the same.

For Oil Country Tubular Limited

**Sridhar Kamineni
Managing Director**

Enclosures:-As Above



SECRETARIAL COMPLIANCE REPORT
OF OIL COUNTRY TUBULAR LIMITED
[CIN:- L26932TG1985PLC005329]
For the year ended 31st March, 2023
(Under Regulation 24A of Securities and Exchange Board of India (Listing
Obligations and Disclosure Requirements) Regulations, 2015

I, Manjula Aleti, Practicing Company Secretary have examined:

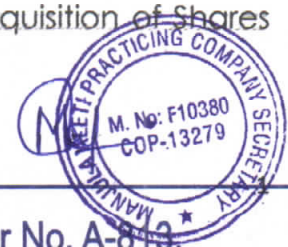
- all the documents and records made available to me and explanation provided by **M/s. OIL COUNTRY TUBULAR LIMITED [CIN: L26932TG1985PLC005329]** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- all other documents/ filings that are found to be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 (Review period) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- d) Securities and Exchange Board of India (Buyback of Securities) Regulations,2018 **(Not Applicable);**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not Applicable);**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008 **(Not Applicable);**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not Applicable);**
- h) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018 **(Not Applicable);**
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and 2018 **(Not Applicable);**

And circulars /guidelines issued there under;

The company is under Corporate Insolvency Resolution Process (CIRP) pursuant to the provisions of the Insolvency and Bankruptcy Code, 2016. With effect from 28th January 2020 till the date of 21st September,2022, During the CIRP its affairs, business and assets are being managed by, and the powers of the board of directors are vested in, the Resolution Professional Mr. Sisir Kumar Appikatla (IP Registration No.IBBI/IPA-001/IP-P00751/2017-18/11283), appointed by the National Company Law Tribunal, Hyderabad Bench by order dated 28.01.2020, till the continuance of CIRP, The RP took control and custody of the management and operations of the Company.

The CIR process has been recalled by NCLT , Hyderabad Bench vide Order No. IA No. 975/2022 Dated September 21,2022 as the company had settled the dues under One Time Settlement (OTS) to the Creditors of the company, by this order the Control of the Board has been returned to the Board of Directors. w.e.f. September 21,2022.

I, hereby report that, during the Review Period the compliance status of the listed entity is appended below:

Sr.No	Particulars	Compliance Status (Yes/NO/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India	YES	--



	(ICSI) as notified by the central Government under section 118(10) of the Companies Act, 2013 and Mandatorily applicable.		
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI 	<p>YES</p> <p>YES</p>	<p>--</p> <p>--</p>
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	<p>YES</p> <p>YES</p> <p>YES</p>	<p>--</p>
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Listed entity.</p>	<p>YES</p>	<p>--</p>



5.	<p><u>Details related to Subsidiaries of listed entities:</u></p> <p>a. Identification of material subsidiary companies</p> <p>b. Disclosure requirements of material as well as other subsidiaries</p>	<p>NA</p> <p>NA</p>	<p>—</p>
6	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<p>YES</p>	<p>—</p>
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	<p>YES</p>	<p>—</p>
8.	<p><u>Related Party Transactions:</u></p> <p>a. The listed entity has obtained prior approval of Audit Committee for all Related party Transactions</p> <p>a. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee</p>	<p>YES</p> <p>NA</p>	<p>Till 21st September, 2022 the company is under CIRP, till the period the Board was suspended and after the date the Board control is vested with Board of Directors</p>



9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.	YES	--
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	--
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	YES	Stock Exchange imposed Penalties on the listed entity for Non filing / Non compliances of certain compliances for the Quarter ended Sep,2022 and Dec,2022
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/ guidance note etc.	No non-compliance observed	--



Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr.No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	I. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	--
	II. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	=
	III. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	--

2.	Other conditions relating to resignation of statutory auditor		
	I. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting	NA	--



	<p>for the quarterly Audit Committee meetings</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>--</p> <p>--</p> <p>--</p>
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	--



a) The listed entity has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations / circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	for the Quarter ended Sep,2022 and Dec, 2022	Applicable Regulations under SEBI (LODR)	Required Compliances to be filed for the Quarter ended Sep,2022 and Dec,2022	Stock Echanges (BSE Ltd and NSE Ltd)	Penalty	Non Compliances noticed for the Quarter ended Sep,2022 and Dec,2022	Rs.1350000/- paid to BSE Ltd and NSE Ltd	The company has filed compliances for the Quarter ended Sep,2022 and Dec,2022 after Due dates alongwith Additional Fines levied by Stock Exchanges	*** given as under	

 The Company had made an application for Voluntary Delisting as per SEBI (Delisting of Equity Shares) Regulations, 2021, on November 15, 2022, the Exchange has not confirmed the delisting of the Company's Equity Shares from BSE, Hence the company not filed for the Quarter ended Dec,2022 compliances with the Stock Exchanges within Due date as specified and
 On Immediate Recall CIRP by NCLT, there was some delay in filing Sep,2022 Quarter ended Filings.



b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations / circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
----- Not Applicable -----										

In addition to the above confirmations, I hereby report that during the Review period :

- The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from my examination of those records.
- There are no instances found to me in the listed entity to qualify the report with any observations.



CS Manjula Aleff
Practicing Company Secretary
FCS:10380, COP:13279
(UDIN: F010380E000359333)
Peer Review Certificate No.: 803/2020

Place: Hyderabad
Date: May 23,2023