



ANNUAL SECRETARIAL COMPLIANCE REPORT
(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)
of
OIL COUNTRY TUBULAR LIMITED ('the Company')
For the year ended March 31, 2022

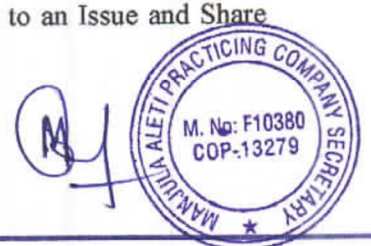
I have conducted the Secretarial Compliance Audit of the applicable SEBI (Securities and Exchange Board of India) Regulations and the circulars/guidelines issued thereunder for the Financial Year ended 31st March, 2022 for M/s. OIL COUNTRY TUBULAR LIMITED ("the company"). The audit was conducted in a manner that provided me a reasonable basis for evaluating the statutory compliances and expressing my opinion thereon.

I have examined:

- (a) all the documents and records made available to me and explanation provided by the company,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other documents/ filings that are found to be relevant to rely upon to make this certification, for the year ended 31st March, 2022 ("**Review Period**") in respect of compliance with the provisions of :
 - i) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder 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 thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;
- c) The provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;



The following provisions and the circulars/ guidelines issued thereunder were not applicable to the company under the Review Period:

- i. The provisions of Securities and Exchange Board of India (buyback of Securities) Regulations, 2018;
- ii. The provisions of Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018;
- iii. The provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- iv. The provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2018;
- v. The provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- vi. The provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
- vii. The provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

Based on my examination and verification of the documents and records produced to me and according to the information and explanations given to me by the Company, I report that:-

- a) Corporate Insolvency Resolution Process ('CIRP') has been initiated against the company under the provisions of Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC') by the National Company Law Tribunal , Hyderabad Bench vide order dated 28th January, 2020, in CP(IB) No.220/07/HDB/2019, Further, vide the order and pursuant to section 17 of IBC, the powers of the Board of Directors of the company stood suspended and such powers vested with Resolution Professional, Mr. Sisir Kumar Appikatla to discharge the functions under IBC.
- b) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, However we observed the following:

As per provisions of Regulation 17 (1)(a) of SEBI LODR Regulations, 2015 — The Board of directors of a listed entity shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty percent of the board of directors shall comprise of non-executive directors:

However The Provisions as specified in regulation 17 shall not be applicable during the insolvency resolution process period in respect of Listed entity which is undergoing corporate insolvency resolution process under Insolvency code ,Hence the powers of the Board of Directors of the company stood suspended vide NCLT Order CP(IB) No.220/07/HDB/2019 Dt. February 25, 2020 and that the roles and responsibilities of the Board of Directors shall be fulfilled by the Resolution Professional / Interim Resolution Professional in accordance with the provisions of Insolvency Code.



- c) 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.
- d) There are no actions taken against the listed entity/ its promoters/directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under.
- e) The listed entity has taken the following actions to comply with the observations made in previous reports: There are no observations made in previous report

For MANJULA ALETI
Company Secretary in Practice



CS Manjula A
FCS:10380, COP : 13279
UDIN: F010380D000433946

Place: Hyderabad
Date: 30.05.2022