

Oil Country Tubular Ltd.

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



(A Company under Corporate Insolvency Resolution Process by NCLT order No. CP (IB) No. 220-7-HDB-2019)

OCTL/SEC/11510/2021
19th September, 2021

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

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

Dear Sirs,

Sub: Notice of 35th Annual General Meeting (AGM)

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

We hereby inform you that the 35th Annual General Meeting (AGM) of the Company will be held on Tuesday, the 28th September, 2021 at 03.00 P.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) and it is deemed to be held at registered office of the company situated at 9, Kanchanjunga, King Koti Road, Hyderabad — 500 001. A copy of Notice of AGM along with e-voting notice is enclosed herewith.

Pursuant to Section 91 of Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we further inform you that the Register of Members and Share Transfer Books of the Company will be closed from 22nd September, 2021 to 28th September, 2021 (both days inclusive) for the purpose of 35th Annual General Meeting of the Company scheduled to be held on Tuesday, the 28th September, 2021.

This is for your information and record.

Thanking you,

Yours faithfully
for **Oil Country Tubular Limited**

J RAMAMUNI REDDY
CHIEF FINANACIAL OFFICER

Encl: a/a

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

NOTICE TO MEMBERS



Notice is hereby given that the 35th Annual General Meeting of the Members of Oil Country Tubular Limited will be held on Tuesday, the 28th Day of September, 2021 at 03:00 P.M. (I.S.T), through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) facility to transact the business elsewhere mentioned in this Notice. The Venue of the Annual General Meeting ('AGM') shall be deemed to be conducted at the Registered Office of the Company at 9, Kanchanjunga, King Koti Road, Hyderabad, Telangana - 500 001, Telangana, India.

Background:

This is to apprise the Members that a Corporate Insolvency Resolution Process ('CIRP') has been initiated for the Company under the provisions of Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC') by the National Company Law Tribunal, Hyderabad Bench ('Adjudicating Authority') vide Order dated 28th January 2020, in CP(IB)No. 220/7/HDB/2019 ('order'). Further, vide the aforesaid NCLT order and pursuant to Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended, and such powers are vested with the Interim Resolution Professional, Mr. Sisir Kumar Appikatla (IP Registration No.IBBI/PA-001/IP-P00751/2017- 2018/11283). His appointment was subsequently confirmed by the Committee of Creditors ('COC') as the Resolution Professional (the 'RP'). Accordingly, Mr. Sisir Kumar Appikatla in his capacity as RP took control and custody of the management and operations of the Company from 28th January, 2020. Consequently, all actions that are required to be taken by the Board of Directors must be given effect to by the RP during the continuance of the CIRP as per the provisions of the IBC. In view thereof, the 35th AGM of the Members of the Company is being convened by RP.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2021 and the Audited Balance Sheet and the Audited Cash Flow Statement as at that date together with Resolution Professional's Report and Auditor's Report thereon.
2. To appoint the Statutory Auditors of the Company and to fix their remuneration.

For OIL COUNTRY TUBULAR LIMITED

Sd/-

Sisir Kumar Appikatla

Resolution Professional

Place: Hyderabad

IP Registration No.IBBI/PA-001/

Date: 13.08.2021

IP-P00751/2017-18/11283



NOTES:

1. In compliance with the provisions of the Ministry of Corporate Affairs ("MCA") General Circular No. 02/2021 dated 13th January, 2021 and MCA General Circular No. 20/2020 dated 5th May 2020 read together with MCA General Circulars Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020; and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the 35th AGM of the Company is being held through VC / OAVM and the Members can attend and participate in ensuing AGM through VC / OAVM.
2. Pursuant to Section 108 of the Act, the Rules made thereunder, Regulation 44 of SEBI LODR Regulations, and the Secretarial Standards on General Meetings, each as amended, the Company is pleased to provide the Members with facility to cast their votes on all the resolutions set forth in AGM Notice using electronic voting system (e-voting) and has engaged the services of National Securities Depository Limited ('NSDL') to facilitate the same. The detailed instructions of e-voting are provided in the Annual Report.
3. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum required under Section 103 of the Companies Act, 2013 ("the Act").
4. The Members can join AGM in VC / OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited ('NSDL') e-voting website at www.evoting.nsdl.com. The facility of participation at AGM through VC / OAVM will be made available to at least 1,000 Members on first come first serve basis as per MCA Circulars. The detailed instructions for joining the Meeting through VC / OAVM is provided in the Annual Report.
5. A proxy is allowed to be appointed under Section 105 of the Act to attend and vote at AGM on behalf of a member who is not able to attend personally. Since AGM will be conducted through VC / OAVM, there is no requirement of appointment of proxies. Hence, proxy form and attendance slip including route map are not annexed to this Notice.
6. Pursuant to Section 113 of the Act, Corporate/Institutional Members are entitled to appoint authorized representatives to attend AGM through VC/OAVM on their behalf and cast their votes through e-voting. Corporate/Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of board resolution / authorization letter to the Company at demat@octlindia.com, authorizing its representative(s) to attend and vote through VC/OAVM on their behalf at AGM.
7. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in AGM through VC/OAVM and vote thereat.
8. The proceedings of AGM shall be deemed to be conducted at the Registered Office of the Company which shall be deemed venue of AGM.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 and relevant documents referred to in this Notice of AGM, will be available electronically for inspection by the Members during AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to demat@octlindia.com.

NOTICE TO MEMBERS



10. The Company's Registrar & Transfer Agents for the Share Registry Work (Physical and Electronic) are XL Softech Systems Limited having their office at 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad – 500034, Telangana, Phone: +91-40-23545913, Email: xlfield@gmail.com.
11. The Register of Members and Transfer Books of the Company will be closed from Wednesday, 22nd September 2021 to Tuesday, 28th September 2021 (both days inclusive) for the purpose of AGM.
12. Unclaimed dividend for the year(s) 2012-2013 and 2013-14 are transferred to IEPF due to completion of 7 (seven) years.
13. Non-Resident Indian Shareholders are requested to inform the Registrars, XL Softech Systems Limited immediately about:
 - a. the change in residential status on return to India for permanent settlement.
 - b. the particulars of bank account maintained in India with complete name, branch, account type, account number and branch address, if not furnished earlier.
14. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT: In accordance with MCA General Circular No. 20/2020 dated 5th May 2020 & MCA General Circular No. 02/2021 dated 13th January, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 & Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, and in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the Financial Statements (including Resolution Professional's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended 31st March 2021, pursuant to Section 136 of the Act, and Notice calling AGM, pursuant to Section 101 of the Act, read with the Rules framed thereunder, are being sent only in electronic mode to those Members whose email ids are registered with the Company/ the Registrar or the Depository Participant(s).
15. In case of the Members who have not registered their email ids with the Company / the Depositories, please follow below instructions to register email ids for obtaining the Annual Report and login details.
 - a. Demat Shareholders: Contact respective Depository Participant.
 - b. Physical Shareholders: Contact the Company's Registrar & Transfer Agents, XL Softech Systems Limited by sending an email request at xlfield@gmail.com along with signed scanned copy of the request letter providing email id, mobile number, self-attested copy of PAN card and copy of the Share Certificate.
16. A copy of the Notice of AGM alongwith Annual Report for the Financial Year 2020-21 is available on the Company's website www.octlindia.com and on the websites of the Stock Exchanges where the Shares of the Company are listed, i.e., <https://www.bseindia.com> and <https://www.nseindia.com>.
17. SEBI has mandated the submission of PAN by every participant in the securities market. The Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts and the Members holding shares in physical form should submit their PAN to the Company.
18. SUBMISSION OF QUESTIONS / QUERIES PRIOR TO AGM: For ease of conduct of AGM, the Members who wish to ask questions or express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company's investor email id at demat@octlindia.com, at least 48 hours before the time fixed for AGM, i.e., by 3.00 p.m on 26th September 2021, mentioning their name, demat account number /folio number, email id and mobile number. The queries may be raised precisely and in brief to enable the Company to answer them suitably depending on the availability of time at AGM.

NOTICE TO MEMBERS



19. Alternatively, the Members holding shares as on the cut-off date, i.e., 22nd September 2021, may also visit www.evoting.nsd.com and follow the procedure given there, to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email id and mobile number. The window shall be closed 48 hours before the time fixed for AGM, i.e., by 3.00 p.m on 26th September 2021.
20. The Members can also post their questions during AGM through 'Ask A Question' tab, which is available in VC/OAVM Facility.
21. The Company, at AGM, will address the queries received till 3.00 p.m. of 26th September 2021 from those Members who have sent queries from their registered email ids. Please note that questions will be answered only if they continue to hold shares as on the cut-off date.
22. **SPEAKER REGISTRATION BEFORE AGM:** The Members of the Company, holding shares as on the cut-off date, i.e., 22nd September 2021 and who would like to speak or express their views or ask questions during AGM may register themselves as speakers by visiting www.evoting.nsd.com and following due procedure. Those Members who have registered themselves as speakers will only be allowed to speak/express their views/ask questions during AGM. The Company reserves the right to restrict number of speakers depending on the availability of time at AGM.
23. The detailed procedure with respect to e-voting at AGM is given at the end of the Annual Report

For OIL COUNTRY TUBULAR LIMITED

Sd/-

Sisir Kumar Appikatla

Resolution Professional

IP Registration No. IBBI/IPA-001/

IP-P00751/2017-18/11283

Place: Hyderabad

Date: 13.08.2021