Oil Country Tubular Ltd.

'KAMINENI', 3rd Floor, King Koti, Hyderabad - 500 001
Telangana, India ✆ +91 40 2478 5555, 🖷 +91 40 2475 9299
CIN : L26932TG1985PLC005329, TIN : 36750206456

OCTL/SEC/11213/2017
14th July, 2017

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: Intimation of AGM and Book Closure for 31st Annual General Meeting.
Ref : BSE Scrip Code:500313; NSE Scrip Code: OILCOUNTUB.

We hereby inform you that the **31st Annual General Meeting** (AGM) of the Company will be held on **Thursday, the 10th August, 2017** at **10.00 A.M.** at Taj Mahal Hotel, 2nd Floor, Akshaya Hall, 4-1-999, Abids 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 Registrar of Members and Share Transfer Books of the Company will be closed from **7th August, 2017** to **10th August, 2017** (both days inclusive) for the purpose of 31st Annual General Meeting of the Company scheduled to be held on **Thursday, the 10th August, 2017**.

This is for your information and record.

Yours faithfully,
For **Oil Country Tubular Limited**

Company Secretary

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)

NOTICE TO MEMBERS

Notice is hereby given that the 31st Annual General Meeting of Oil Country Tubular Limited will be held on Thursday, the 10th day of August, 2017 at 10.00 A.M. at Taj Mahal Hotel, 2nd Floor, Akshaya Hall, 4-1-999, Abids Road, Hyderabad – 500 001, to transact the following business :

ORDINARY BUSINESS :

1) To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2017 and Balance Sheet as at that date together with Director's Report and Auditor's Report thereon.

2) To appoint a Director in place of K Indira (DIN:00332194), who retires by rotation and, being eligible, offers herself for re-appointment

3) To appoint Statutory Auditors and to fix their remuneration and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT M/s G Nagendra Sundaram & Co. Chartered Accountants (Firm's Regn. No. 05355S.), and Membership No.050283 having office at Flat No.B-502, Pasha Court, 6-3-680, Somajiguda, Hyderabad-500 082 be and hereby appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of 36th Annual General Meeting at such remuneration as may be determined by the Board of Directors."

SPECIAL BUSINESS :

4) 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, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, Mr. K. Suryanarayana be and is hereby reappointed as Executive Chairman of the Company for a period of three years with effect from 20.01.2017 at a remuneration and upon terms and conditions as set out in the agreement placed before the meeting and initialed by the Chairman for the purpose of identification."

   "Resolved further the Board be and is hereby authorized to alter and vary the terms and conditions of the said agreement in such a manner as may be agreed to by the Board and Mr. K Suryanarayana but so as not to exceed the limits specified in Schedule V of the Companies Act, 2013, or any amendment there to or enactments thereof, with effect from such date as may be decided by it."

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

   "RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable during the year 2017-18 to M/s. Sagar & Associates, Cost Accountants (Firm Registration No.000118) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2017-18, amounting to Rs.1,20,000/- (Rupees One Lakh Twenty Thousand Only) plus service tax as applicable and reimbursement of conveyance on actual basis as incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

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

Place : Hyderabad
Date : 25.05.2017

K SURYANARAYANA
Chairman

NOTICE TO MEMBERS

NOTES :

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself. A Proxy need not be a member of the Company. Instrument of proxies in order to be effective must be received by the Company not less than 48 hours before the time for holding the meeting.
3. The Register of Members and Transfer Books of the Company will be closed from **7th August, 2017 to 10th August, 2017 (both days inclusive).**
4. Unclaimed dividend for the year(s) 2010-11, 2011-12, 2012-13 and 2013-14 are held in separate Bank accounts and shareholders who have not received the dividend / encashed the warrants are advised to write to the Company with complete details. During the year, the Company has transferred unclaimed dividend amount of ₹ 47,60,382/- on 06.07.2016 out of dividend declared for the financial year 2008-09 to Investor Education and Protection Fund (IEPF) of the Central Government required under Section 125 of the Companies Act, 2013..

   The Unclaimed Dividend Amount for the year 2009-10 is to be transferred to Investor Education and Protection Fund (IEPF) when it is determined in the month of July, 2017 on the completion of (7) Seven years. Members may please note that if dividend remains unpaid or unclaimed for a period of (7) seven years from the date when it is transferred to unpaid dividend accounts it shall be transferred to the IEPF as stated above.
5. Non-Resident Indian Shareholders are requested to inform the registrars, M/s. XL Softech Systems Limited immediately:
   a) The change in the Residential status on return to India for permanent settlement.
   b) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
6. Corporate members intending to send their authorized representatives for this meeting, pursuant to section 113 of Companies Act, 2013, are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
7. Pursuant to the Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, additional information on Directors seeking appointment / reappointment at the meeting are annexed to this notice.
8. The Ministry of Corporate Affairs ("Ministry"), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. As per the Circular No.17/2011, dated 21.04.2011 and Circular No.18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, under Green initiative in the Corporate Governance all the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail id is xlfield@gmail.com mentioning the Company's name i.e., Oil Country Tubular Ltd (OCTL), so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address..

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

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

   The Annual Report 2016-17 of the Company is also available on the website of the Company www.octlindia.com

NOTICE TO MEMBERS

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.

10. Members are requested to bring their copies of Annual Report to the meeting, as the same will not be supplied again at the meeting as a measure of economy.

11. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS- 2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.

12. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the company is providing e-voting facility to enable shareholders to cast their vote electronically on all the resolutions set forth in the Notice of the 31st Annual General Meeting to be held on Thursday, the 10th August, 2017 at 10.00 a.m..

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

    Please refer to the detailed instructions on e-voting at page no. 66-68 of the Annual Report 2016-17. Shareholders holding shares in demat form and shareholders who have registered their email id with the company will also receive the e-voting instructions by email.

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

Place : Hyderabad
Date : 25.05.2017

K SURYANARAYANA
Chairman

EXPLANATORY STATEMENT

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

Item No. 3:

The Auditors M/s.C K S Associates, Chartered Accounts, Hyderabad will be completing their tenure of ten years upon conclusion of 31st Annual General Meeting. In accordance to Section 139 (2) (b) of the Companies Act, 2013, no listed company shall appoint or reappoint an audit firm as auditor for more than two terms of five consecutive years.

The Board of Directors in their 186th meeting held on 25th May, 2017 have approved the appointment of M/s.G.Nagendra Sundaram & Co., Firm Registration No.005355S and Membership No.050283 having office at Flat No.B-502, Pasha Court, 6-3-680, Somajiguda, Hyderabad-500 082 as Auditors for a period of five years subject to approval of the shareholders.

(Pursuant to section 102 of the Companies Act, 2013)

Item No.4 :

Mr. K Suryanarayana, aged 80 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.

Mr. K Suryanarayana was appointed as Executive Chairman for a period of 3 years from 20th January, 2014 by the Board at the meeting held on 25th October, 2013 and approved by the Shareholders in the Annual General Meeting held on 5th June, 2014. His term expired on 19th January, 2017.

The Remuneration Committee has recommended the Appointment of Mr.K.Suryanarayana as Executive Chairman at the existing level, subject to the approval of the Shareholders in the next Annual General Meeting. He will be paid a remuneration and perquisites as recommended by the Remuneration Committee are 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: ₹ 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.

PERQUISITES:

Contribution to Provident Fund, Superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity payable at a rate not exceeding half month's salary for each completed year of service, and Encashment of leave at the end of the tenure. If in any Financial Year, during the tenure of office of Mr. K Suryanarayana as Executive Chairman, the Company has inadequate Profits as computed under the applicable provisions of the Act, he shall be entitled to receive the aforementioned remuneration as the minimum remuneration as provided under the Act.

Your Directors recommend the Resolution for approval.

None of the Directors except Mrs. .K Indira, Director and Mr. Sridhar Kamineni, Managing Director who is related to Mr. K Suryanarayana are interested in the resolution.

Item No.5 :

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Sagar & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the

financial year ended March 31, 2018, at a remuneration of ₹ 1,20,000/- plus service tax as applicable and reimbursement of conveyance at actuals, subject to ratification by shareholders.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the year 2017-18 as set out in the Resolution for the aforesaid services to be rendered by them.

The Resolution is recommend for your approval.

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

ANNEXURE - I

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for re-appointment vide item no. 2 is as follows:)

Name of the Director	**Mrs. K. Indira**
Date of Birth	01-07-1939
Date of Appointment	23-07-2014
Qualifications	Educationist and Philanthropist
Expertise in specific functional areas	She is the Vice President of Kamineni Education Society and has made significant contributions in the field of education and healthcare besides other philanthropic activities for upliftment of backward and weaker sections of the Society. She is fully involved in the growth and development of various Educational and Healthcare Institutions.
List of Companies in which outside Directorship held as on 31.03.2017	Nil
Chairman/Member of the Committees of other Companies on which he/ she is a Member as on 31.03.2017	Nil
Number of equity shares held in the Company	2,10,000

OIL COUNTRY TUBULAR LIMITED

(CIN: L26932TG1985PLC005329)
Regd Office: "Kamineni", 3rd Floor, King Koti, Hyderabad – 500 001.
Email:demat@octlindia.com, website:www.octlindia.com

31ST ANNUAL GENERAL MEETING
Voting Through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is providing e-voting facility to the Members of the Company, the facility to vote at the 31st Annual General Meeting to be held on Thursday, the 10th August, 2017. Members of the Company can transact all the items of the business through electronic voting system, provided by Central Depository Services Limited, as contained in the Notice of the Meeting.

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

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

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

i) The voting period begins at **9.00 A.M. on 7thAugust, 2017 and ends at 5 P.M. on 9th August, 2017**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **28th July, 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii) The shareholders should log on to the e-voting website www.evotingindia.com

iv) Click on Shareholders.

v) Now Enter your User ID :

a) For CDSL:– 16 digits beneficiary ID

b) For NSDL:–8 Character DPID followed by 8 Digits Client ID

c) Members holding shares in Physical Form should enter Folio Number registered with the Company

vi) Next enter the Image Verification as displayed and Click on Login.

vii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.

viii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) F Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. F In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v)

ix) After entering these details appropriately, click on "SUBMIT" tab.

x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xii) Click on the **EVSN (170628008)** for the relevant **Oil Country Tubular Limited** on which you choose to vote.

xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xviii) If demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com.**
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 28th July, 2017 may follow the same instructions as mentioned above for e-Voting.

xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com.**

Yours Sincerely,
For **Oil Country Tubular Ltd**

K Suryanarayana
Chairman

Place : Hyderabad
Date : May 25, 2017

E-Voting Page

Resolution No. as per Notice	Particulars	No. of Shares Held	Assent	Dissent
	Ordinary Business			
1	Adoption of Audited financial statements for the year ended 31.03.2017			
2	Re-appointment of Mrs. K Indira as Director			
3	To appoint M/s G Nagendra Sundaram & Co. Chartered Accountants as Statutory Auditors.			
	Special Business :			
	Special Resolution :			
4	Re-appointment of Mr. K Suryanarayana as Executive Chairman for a period of 3 years.			
	Ordinary Resolution :			
5	To consider and thought fit to pass the remuneration payable for 2017-18 to M/s. Sagar & Associates, Cost Accountants			