

Thirty Sixth Annual Report 2021-2022



Oil Country Tubular Ltd.
India



CORPORATE INFORMATION

MR. SISIR KUMAR APPIKATLA	:	RESOLUTION PROFESSIONAL (IP Registration No.IBBI/IPA-001/ IP-P00751/2017-18/11283)
COMPANY SECRETARY AND COMPLIANCE OFFICER	:	PUDIPEDDI SITARAMALINGA SWAMI
REGISTERED OFFICE	:	9, Kanchanjunga, King Koti Road Hyderabad – 500001, Telangana Phone: +91-40-24785555 Fax: +91-40-24759295 Website: www.octlindia.com Email: demat@octlindia.com
BANKERS	:	State Bank of India Indian Bank (Allahabad Bank) Indian Overseas Bank
AUDITORS	:	M/s. G. Nagendrasundaram & Co. Chartered Accountants Flat No.B-502, Pasha Court 6-3-680, Somajiguda Hyderabad – 500082, Telangana
CHIEF FINANCIAL OFFICER	:	Mr. Ramamuni Reddy Jampanapalle
WORKS	:	Sreepuram Narketpally Mandalam Nalgonda District - 508254, Telangana
REGISTRARS & TRANSFER AGENTS	:	XL Softech Systems Limited 3, Sagar Society Road No.2, Banjara Hills Hyderabad - 500034, Telangana Phone: +91-40-23545913 Email: xlfield@gmail.com

NOTICE TO MEMBERS



Notice is hereby given that the 36th Annual General Meeting of the Members of Oil Country Tubular Limited will be held on Wednesday, the 28th day of September 2022 at 3:00 P.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) 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 – 500001, Telangana, India.

Background:

This is to apprise the Members 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 ('Adjudicating Authority'), vide Order dated 28th January 2020, in CP (IB) No.220/07/HDB/2019 ('Order'). 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 are vested with the Interim Resolution Professional, Mr. Sisir Kumar Appikatla (IP Registration No.IBBI/PA-001/IP-P00751/2017-18/11283). His appointment was subsequently confirmed by the Committee of Creditors ('CoC') as the Resolution Professional ('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 RP during continuance of CIRP as per the provisions of IBC. In view thereof, 36th 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 2022 and the Audited Balance Sheet and the Audited Cash Flow Statement as at that date together with Resolution Professional's Report and Auditors' Report thereon.
2. To appoint Auditors and to fix their remuneration and in this regard, pass the following resolution, with or without modification as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s C K S Associates (FRN 007390S), Chartered Accountants, Hyderabad, be and are hereby appointed as Statutory Auditors of the Company for a term of 5 consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 41st Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company."

For OIL COUNTRY TUBULAR LIMITED

Sd/-

Sisir Kumar Appikatla

Resolution Professional

IP Registration No.IBBI/PA-001/

IP-P00751/2017-18/11283

Place: Hyderabad

Date: 04.09.2022

AFA:AA1/11283/02/241122/103198 (Valid till 24.11.2022)



NOTES:

1. In view of outbreak of the Pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5th May 2020 read with circulars dated 8th April 2020 and 13th April 2020 permitted the holding of AGM through VC / OAVM without physical presence of the Members at a common venue. In compliance with provisions of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), read with MCA Circulars, 36th 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 Act.
4. The Members can join AGM in 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. 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.
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 Thursday, 22nd September 2022 to Wednesday, 28th September 2022 (both days inclusive) for the purpose of AGM.
12. Unclaimed dividend for the year(s) 2012-13 and 2013-14 is transferred to IEPF and shareholders who have not received the dividend / encashed the warrants are advised to write to the Company with complete details.
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 and SEBI Circular No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, 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 2022, 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 along with Annual Report for the Financial Year 2021-22 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.

NOTICE TO MEMBERS



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 2022, 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.
19. Alternatively, the Members holding shares as on the cut-off date, i.e., 22nd September 2022, may also visit www.evoting.nsdl.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 2022.
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 2022 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 2022 and who would like to speak or express their views or ask questions during AGM may register themselves as speakers by visiting www.evoting.nsdl.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 this Annual Report.

For OIL COUNTRY TUBULAR LIMITED

Sd/-

Sisir Kumar Appikarla

Resolution Professional

IP Registration No.IBBI/IPA-001/

IP-P00751/2017-18/11283

Place: Hyderabad

Date: 04.09.2022

AFA:AA1/11283/02/241122/103198 (Valid till 24.11.2022)

RESOLUTION PROFESSIONAL REPORT



To the Members,

OIL COUNTRY TUBULAR LIMITED

The Resolution Professional takes pleasure in presenting the 36th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March 2022.

FINANCIAL RESULTS:

The financial performance during the period ended 31st March 2022 is as under:

(₹ In Lakhs)

Particulars	2021-22	2020-21
Gross Income	10.33	499.07
Loss Before Finance Charges and Depreciation	727.69	876.82
Finance Charges	2466.31	2164.64
Gross Loss	3194.00	3041.49
Provision for Depreciation	1938.27	2046.14
Net Loss Before Tax	5132.27	5087.63
Provision for Tax	0.00	0.00
Net Loss After Tax	5132.27	5087.63

OPERATIONS:

The Gross Income of the Company is Rs.10.33 lakhs during current financial year as against Rs.499.07 lakhs during previous financial year. The Company is undergoing CIRP and this has caused an adverse impact on the operations of the Company as one of the main reasons for low turnover.

STATUS OF CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP):

Honorable NCLT, vide orders dated 15.09.21 passed as follows "We make clear that the Committee of Creditors (CoC) may proceed either to take a call on withdrawal of the application under section 12A of the Insolvency and Bankruptcy Code, 2016 or to proceed with CIRP. We direct the CoC to file an application in this regard". The Honourable High Court of Telangana, during the hearing on 15.07.2022, directed the SBI, IB and IOB to consider afresh the proposal of the petitioner for payment of OTS beyond the stipulated time along with interest by duly taking into consideration the minutes of the Joint Lenders meeting dated 19.05.2021 and this exercise shall be completed by the SBI within a period of one (1) month from the date of receipt of a copy of the order. Meanwhile, an IA has been filed before the Honourable NCLT for the exclusion of the litigation period, the final orders are yet to be received in the matter.

In the above back drop, the 16th meeting of the COC was held on 22.08.2022. During the meeting, IOB as well as Indian Bank confirmed their earlier stand taken to support the OTS scheme submitted by the promoters and they are in favour to move an application to withdraw the case u/s12A of the IBC code 2016. However, SBI informed members that they have recommended to their competent authority to consider the OTS proposal favorably and they shall convey their decision on OTS proposal to the RP in due course as it was under the examination of their competent authority.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As required under SEBI LODR Regulations, the Management Discussion and Analysis Report is enclosed as a part of this Report.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

The Company has taken adequate steps to adhere to all the stipulations laid down in Regulation 34 of SEBI LODR Regulations, till commencement of CIRP. A report on the Corporate Governance is included as a part of this Annual Report. A Certificate from the Statutory Auditors of the Company, M/s. G. Nagendrasundaram & Co., Chartered Accountants, confirming compliance with the conditions of the Corporate Governance as stipulated under above regulation is included as a part of this Report.



LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2021-22 to NSE and BSE where the Company's shares are listed.

DEMATERIALISATION OF SHARES:

96.88% of the Company's paid-up equity share capital is in dematerialized form as on 31st March 2022 and balance 3.12% is in physical form. The Company's Registrars are XL Softech Systems Limited, having their Registered Office at 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad – 500034.

NUMBER OF BOARD MEETINGS HELD:

Consequent to the Commencement of CIR Process, the powers of the Board of Directors stands suspended and as per Regulation 15(2A) and (2B) of the Listing Regulations, the provisions specified in Regulations 17 of the Listing Regulations relating to Board of Directors are not applicable to the Company. The roles and responsibilities of the Board of Directors are being fulfilled by the RP in accordance with the provisions of Section 17 and 23 of the Insolvency Code w.e.f. January 28, 2020. RP held meetings with the management of the Company for consideration and approval of quarterly/yearly financial results in terms of Section 134 of the Act and Regulation 33 of the Listing Regulations.

INDEPENDENT DIRECTORS DECLARATION:

There are no independent Directors after admission into NCLT and commencement of CIRP Process under IBC 2016.

RESOLUTION PROFESSIONAL'S RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act 2013, I hereby state and confirm that the Company:

- a. in the preparation of the annual accounts for the year ended 31st March 2022, has followed the applicable accounting standards along with proper explanation relating to material departures;
- b. has selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit / Loss of the Company for the same period;
- c. has taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. has prepared the annual accounts on a going concern basis;
- e. has laid down internal financial controls and these are adequate and are operating effectively.
- f. has devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

AUDIT OBSERVATIONS:

The observations given by the Auditors are suitably explained in the Notes to Accounts and are self-explanatory.



AUDITORS:

Statutory Auditors:

The members of the Company at the 31st Annual General Meeting held on 10th August 2017 had approved the appointment of M/s G. Nagendra Sundaram & Co (FRN 005355S), Chartered Accountants, Hyderabad, for a period of five years i.e. up to 36th Annual General Meeting. M/s. G. Nagendra Sundaram, Chartered Accountants will retire at the conclusion of ensuing Annual General Meeting.

The Resolution Professional has recommended for appointment of M/s C K S Associates (FRN 007390S), Chartered Accountants, Hyderabad, as Auditors of the Company in place of the Retiring Auditors, for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 41st Annual General Meeting. Accordingly, requisite resolution forms part of the notice convening the Annual General Meeting.

M/s C K S Associates have confirmed their eligibility and qualification required under Sections 139, 141 and other applicable provisions of the Companies Act 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

Secretarial Auditors:

M/s. Manjula Aleti & Associates, Practicing Company Secretaries, Hyderabad, have been appointed as the Secretarial Auditors to conduct the Secretarial Audit of the Company for the Financial Year 2021-22. The Secretarial Audit Report for the year ended 31st March 2022 (in Form MR-3) submitted by them is enclosed to this Report as Annexure-A.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings & Outgo as required under Section 134 of the Act, read with the Companies (Accounts) Rules, 2014, is enclosed to this Report as Annexure-B.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

In terms of Section 135 and Schedule VII of the Act, the Board of Directors of the Company have constituted a CSR Committee with appropriate Directors. CSR Committee has developed a CSR Policy for healthcare and education activities, which is enclosed to this Report as Annexure-C. Additionally, CSR Policy has been uploaded on the Website of the Company at www.octlindia.com under Investors > Policy Documents > CSR Policy link.

VIGIL MECHANISM:

In terms of Section 177(9) & (10) of the Act, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the Website of the Company at www.octlindia.com under Investors > Policy Documents > Vigil Mechanism Policy link.

RELATED PARTY TRANSACTIONS:

The related party transactions that were entered during the Financial Year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. The transactions with related parties entered into by the Company in the normal course of business were periodically placed before the Audit Committee for its omnibus approval and the particulars of such contracts entered during the year as per Form AOC-2 is enclosed to this Report as Annexure-D.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Act, the Rules made thereunder and the Listing Agreement. This Policy which was considered and approved by the Board has been uploaded on the Website of the Company at www.octlindia.com under Investors > Policy Documents > Related Party Policy link.

RESOLUTION PROFESSIONAL RPEORT



EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed hereto.
WEBLINK TO BE GIVEN HERE AND NEED TO POST ANNUAL RETURN THERE.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The details of loans, guarantees and investments covered under Section 186 of the Act are given in the Notes to the Financial Statements.

REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:

The information required pursuant to Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

Details of percentage increase / decrease in the remuneration paid to Key Managerial Personnel (KMP)

Sl. No.	Name	Designation	Remuneration paid during FY 2021-22 (Rs. in Lakhs)	Remuneration paid during FY 2020-21 (Rs. in Lakhs)
1.	Mr. Sisir Kumar Appikatla	Resolution Professional	39.00	39.00
2.	Mr. Pudipeddi Sitaramalinga Swami	CS (KMP)	5.40	3.15
3.	Mr. J. Ramamuni Reddy	CFO (KMP)	2.50	2.50

Particulars of Employees:

As required under the Act and Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are no employees falling under the category and thus no information is required to be given in the Report.

DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY:

The Company has been addressing various risks impacting the Company and the Policy of the Company on Risk Management is provided elsewhere in this Annual Report in Management Discussion and Analysis.

ACKNOWLEDGEMENT:

I take this opportunity to express thanks to various departments of the Central and State Governments, ONGC, Oil India Limited, multinational companies operating in India and abroad for oil and gas exploration and drilling, the Bankers, the Material Suppliers, the Customers and the Shareholders, for their continued support and guidance. I wish to place on record my appreciation for the dedicated efforts put in by the Engineers and the Employees of the Company at all levels.

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 : 04.09.2022

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