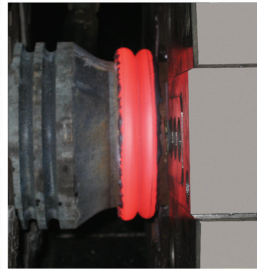




Oil Country Tubular Limited

FORTIETH ANNUAL REPORT 2025-26



BOARD OF DIRECTORS

Mr. K. Suryanarayana	Chairman and Managing Director
Mr. Shashidhar Kamineni	Non- Executive Non - Independent Director (From 07.08.2025)
Mr. Sunil Tandon	Independent Director
Mrs.Uma Kumari Kamalapuri	Independent Women Director
Mr. Moturu Siva Ram Prasad	Independent Director
Mr. Tatineni Yoganand	Independent Director
Mr. Venkatesh Vasant Rao Parlikar	Independent Director
Mrs. Shri Puja Kamineni	Non- Executive Non - Independent Director (From 11.06.2025)
Mr. Paruchuri Dheeraj Chowdary	Non- Executive Non - Independent Director (From 11.06.2025)

COMPANY SECRETARY

Mr. Vaibhav Suryakant Suryawanshi (w.e.f. 07-08-2025)
Mr. Sudhir Kumar (Up to 08-05-2025)

CHIEF FINANCIAL OFFICER

Mr. Ramamuni Reddy Jampanapalle (w.e.f. 21-05-2026)
Mr. Lal Bahadur Shastry Gubba (Upto 23-04-2026)

REGISTERED OFFICE

Kamineni,
3rd Floor, King Koti, Hyderabad - 500 001, Telangana, India
Phone No: 040 - 2478 5555
Website : www.octlindia.com Email: demat@octlindia.com

BANKERS

IDBI Bank Limited
Cosmos Co-Operative Bank Limited

AUDITORS

M/s. CKS Associates LLP
Chartered Accountants
87, Nagarjuna, Road No.3, Gagan Mahal Colony,
Hyderabad - 500 029, Telangana, India

FACTORY PREMISE

Sreepuram
Narketpally Mandalam Nalgonda District - 508 254, Telangana, India

REGISTRARS & SHARE TRANSFER AGENTS

XL Softech Systems Limited
3, Sagar Society, Road No.2
Banjara Hills, Hyderabad - 500 034, Telangana, India.
Phone No: 040 - 2354 5913



NOTICE TO MEMBERS

Notice is hereby given that the 40th Annual General Meeting of the Members of Oil Country Tubular Limited will be held on Wednesday, the 12th day of August, 2026, at 11:00 A.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The venue of the Annual General Meeting ('AGM') shall be deemed to be conducted at the Registered Office of the Company at Kamineni, 3rd Floor, King Koti, Hyderabad - 500 001, Telangana, India, to transact the following Business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet, Profit and Loss Account and Cash Flow Statement for the financial year ended 31st March, 2026, together with the Director's Report and Auditor's Report thereon.
2. To appoint a director in place of Mr. Paruchuri Dheeraj Chowdary (DIN: 09341915), who retires by rotation as a director and offers himself for re-appointment.
3. To appoint a director in place of Mrs. Shri Puja Kamineni (DIN: 06818438), who retires by rotation as a director and offers herself for re-appointment.

SPECIAL BUSINESS:

4. **RE-DESIGNATION OF MR. PARUCHURI DHEERAJ CHOWDARY (DIN: 09341915) FROM NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR TO WHOLE-TIME DIRECTOR OF THE COMPANY AND APPROVAL OF REMUNERATION.**

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, 198, 203 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Articles of Association of the company and on the recommendation of Nomination and Remuneration Committee, and that of Board, the approval of the Members of the Company be and is hereby accorded for Re-Designation of Mr. Paruchuri Dheeraj Chowdary (DIN –09341915), as From Non-Executive and Non-Independent Director To Whole Time Director of the Company w.e.f. 1st June, 2026, for a period of 3 Years at a remuneration as per the following terms and conditions, whose term of appointment is liable to retirement by rotation mentioned below:

NOTICE TO MEMBERS



1	Monthly Remuneration (Basic Salary Other Perquisites and Allowances)	Rs. 3,50,000/- Per Month
2	Perquisites and Benefits	Medical Reimbursement: For self and family, not exceeding one month's salary in a year. Leave Travel Concession: For self and family, once in a year to and from any place in India in accordance with the Rules of the Company. Privilege Leave: One Month's leave on full pay and allowance for every eleven months of service, at the end of the tenure as per the Company's Rules. Reimbursement of travelling and other expenses as incurred by him for the business of the Company.
3	Minimum remuneration:	Due to inadequacy or absence of profits in the financial year, he shall be paid with the above remuneration, as minimum remuneration subject to the ceiling mentioned in Schedule V of the Companies Act 2013 from time to time

RESOLVED FURTHER THAT in the event of absence or inadequacy of the profits in any financial year during the tenure of the appointment of Mr. Paruchuri Dheeraj Chowdary (DIN –09341915), he shall be paid the Remuneration subject to the limits as set out under the provisions of the Act and as may be amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include the Nomination and Remuneration Committee duly authorized in this behalf) be and is hereby authorised to revise, alter, modify the remuneration payable to Mr. Paruchuri Dheeraj Chowdary (DIN –09341915), from time to time during the tenure of his appointment, within the limits prescribed under the companies Act, 2013 read with Schedule V there to, the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable laws, rules and regulations, as may be in force from time to time, and on such terms and conditions as may be agreed between the Board and the Director, provided that any such revision shall be subject to such approvals as may be required under the applicable provisions of law."

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

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

**K. Suryanarayana
Chairman & Managing Director
DIN: 00078950**

**Place: Hyderabad
Date : 18 June 2026**

**NOTES FOR MEMBERS**

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020, and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 in relation to “Clarification on holding of Annual General Meeting (‘AGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) the Company is convening the 40th AGM through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (‘SEBI’), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023, October 3, 2024 and (‘SEBI Circulars’) and SEBI (LODR) (Third Amendment) Regulations, 2024, effective December 31, 2024 has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). In compliance with the provisions of the Companies Act, 2013 (‘the Act’), the Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Wednesday, the 12th day of August, 2026, at 11:00 A.M. (IST) through Video Conferencing (VC) /OAVM.IST. The deemed venue for the AGM will be the Registered Office of the Company. The Members are therefore requested not to visit the Registered Office to attend the AGM.

2. Ministry of Corporate Affairs vide General Circular No.03/2025 dated September 22, 2025, has permitted the holding of the Annual General Meeting (‘AGM’) through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue. Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the Circulars issued by MCA and SEBI, the 40th AGM of the Company is being conducted through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), herein after called as “e-AGM”.

e-AGM: The Company has appointed National Securities Depository Limited to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the Annual General Meeting.

In compliance with the provisions of the Companies Act, 2013 (‘the Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and MCA Circulars, the 40th Annual General Meeting (‘Meeting’ or ‘AGM’) of the Company is being held through VC / OAVM on Wednesday, the 12th day of August, 2026, at 11:00 A.M. (IST). The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at “Kamineni”, 3rd Floor, King Koti, Hyderabad - 500 001, Telangana, India.

3. Pursuant to the provisions of the circulars on the VC/OAVM (e-AGM):
 - a. Members can attend the meeting through login credentials provided to them to connect to Video Conference (VC) / Other Audio-Visual Means (OAVM). Physical attendance of the Members at the Meeting venue is not required.
 - b. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.



4. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013, to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the AGM will be conducted through VC/OAVM, there is no requirement for the appointment of proxies. Hence, Proxy Form and Attendance Slip, including Route Map, are not annexed to this Notice.
5. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. The attendance of the Members (members' logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In line with Ministry of Corporate Affairs General Circular No.03/2025 dated September 22, 2025, the Notice calling the e-AGM and Annual Report has been uploaded on the website of the Company at <https://www.octlindia.com>. The Notice can also be accessed from the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com>, respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Registrar and Share Transfer Agent, XL Softech Systems Limited, at xlfield@gmail.com. Members are requested to submit a request letter mentioning the Folio No. and Name of Shareholder along with a scan copy of the Share Certificate (front and back) and a self-attested copy of PAN card for updating of email addresses. Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participants.
9. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e., other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e- mail at demat@octlindia.com with a copy marked to evoting@nsdl.co.in not later than 48 hours before the scheduled time of the commencement of the Meeting. Corporate Members/ Institutional shareholders(i.e., other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the " e-voting" tab in their login. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.



10. The Explanatory Statement, according to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 4 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at the AGM are provided as an annexure to the Notice. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
11. The Members can join the AGM in the 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. Pursuant to Regulation 44(6) of the Listing Regulations, the Company is also providing a live webcast of the proceedings of the AGM. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first-come, first-served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors, etc., who are allowed to attend the AGM, without restriction on account of a first-come, first-served basis.
12. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No.ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website and on the website of the Company's RTAs. It may be noted that any service request can be processed only after the folio is KYC-compliant.
14. 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 up to the date of AGM. Members seeking to inspect such documents can send an email to the company's email ID at demat@octlindia.com.
15. 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 – 500 034, Telangana, Phone: +91-40-23545913, Email: xlfield@gmail.com.



16. 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 the bank account maintained in India with the complete name, branch, account type, account number, and branch address, if not furnished earlier
17. The Register of Members and Transfer Books of the Company will be closed from Thursday, 6th August, 2026, to Wednesday, 12th August, 2026 (both days inclusive) for the purpose of AGM.
18. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register them by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt out are requested to fill out and submit Form No. ISR- 3. The said forms can be downloaded from the company's website www.octlindia.com. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form by quoting their folio no.
19. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in Form No. ISR- 1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
20. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to RTA the details of such folios together with the share certificates and self- attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated certificate will be issued to such Members after making the requisite changes. The consolidation will be processed in demat form.
21. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the RTA of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant, and holdings should be verified from time to time.
22. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the RTA in case the shares are held by them in physical form.



23. Registration of e-mail address permanently with Company/DP: Members are requested to register the same with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form ISR1 duly filled and signed by the holders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs / RTA to enable servicing of notices/ documents / Annual Reports and other communications electronically to their e-mail address in the future.
24. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system, as well as e-voting during the AGM, will be provided by NSDL.
25. Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of Wednesday, August 5, 2026, may cast their vote by remote e-Voting. The remote e-voting period commences on Sunday, August 9, 2026, at 9:00 a.m. (IST) and ends on Tuesday, August 11, 2026, at 5:00 p.m. (IST). The remote e- voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e- Voting before the AGM and e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date of Wednesday, August 5, 2026. Subject to receipt of the requisite number of votes, the Resolutions passed by remote e-voting are deemed to have been passed as if they had been passed at the AGM, i.e., on Wednesday, August 12, 2026. The Notice of the AGM indicating the instructions for the remote e-voting process can be downloaded from the NSDL's website www.evoting.nsdl.com or the Company's website www.octlindia.com
26. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM, and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM, but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through remote e-voting.
27. A person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e., Wednesday, August 5, 2026, shall be entitled to avail of the facility of remote e-voting before the AGM as well as e-Voting during the AGM. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become a Member of the Company after the dispatch of this Notice and holding shares as on the cut-off date, i.e., Wednesday, August 5, 2026, may obtain the User ID and password by sending a request along with the requisite documents to the company at demat@octlindia.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using the "Forgot User Details/ Password"



or “Physical User Reset Password” option available on www.evoting.nsdl.com or contact us at 022 - 4886 7000 and 022 - 2499 7000. In the case of Individual Shareholders holding securities in Demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut- off date i.e. Wednesday, August 5, 2026, may follow steps mentioned herein below under Step 1 (A) i.e “Login method for remote e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode.

28. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting, by use of an e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
29. Ms. Manjula Aleti, Practicing Company Secretary (Membership No. F10380 & CP No.13279), has been appointed as the Scrutinizer by the Board for providing a facility to the Members of the Company to scrutinize the remote e-Voting process before the AGM, as well as remote e-Voting during the AGM, fairly and transparently.
30. The Scrutinizer will submit her report to the Chairman or any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges on which the Company's shares are listed, i.e., BSE, NSE, and will also be displayed on the Company's website at www.octlindia.com
31. Members are encouraged to submit their questions in advance concerning the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID, and Client ID number/ folio number, and mobile number, to reach the Company's email address at demat@octlindia.com before 5.00 p.m. (IST) on Monday, August 10, 2026. Queries that remain unanswered at the AGM will be appropriately responded to by the Company at the earliest, post the conclusion of the AGM.
32. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID, and Client ID/folio number, PAN, and mobile number at demat@octlindia.com between Thursday, August 6, 2026 9:00 a.m. (IST) and Saturday August 08, 2026 5:00 p.m. (IST). Only those Members who have pre-registered themselves as a speaker on the dedicated email id demat@octlindia.com will be allowed to express their views/ask questions during the AGM. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera, along with a good Internet speed. The Company reserves the right to restrict the number of questions and the number of speakers, as appropriate, for the smooth conduct of the AGM.



33. The detailed procedure with respect to e-voting at AGM is placed below.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, August 9, 2026, at 09:00 A.M. (IST) and ends on Tuesday, August 11, 2026, at 05:00 P.M. (IST).

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Wednesday, 5th August, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 5th August, 2026.

How do I vote electronically using the NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login, you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code, and generate OTP. Enter the OTP received on the registered email ID/mobile number and click on login. After successful authentication, you will be redirected to the NSDL Depository site, where you can see the e-Voting page. Click on the company name or e-Voting service provider, i.e., NSDL, and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining a virtual meeting & voting during the meeting. 2. Existing IDeAS users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile device. On the e-Services home page, click on the “Beneficial Owner” icon under “Login,” which is available under the ‘IDeAS’ section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value-added services. Click on “Access to e-Voting” under e-Voting services, and you will be able to see the e-Voting page. Click on the company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, the option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile device. Once the home page of the e-Voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP, and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site, wherein you can see the e-Voting page. Click on the company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

Type of shareholders	Login Method
	6. Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	Users who have opted for the CDSL Easi / Easiest facility can log in through their existing user ID and password. The option will be made available to reach the e-Voting page without any further authentication. The users to log in to Easi /Easiest are requested to visit the CDSL website www.cdslindia.com and click on the login icon & New System Myeasi Tab and then use your existing Myeasi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining a virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, the option to register is available at the CDSL website HYPERLINK “http://www.cdslindia.com” www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access the e-Voting page by providing the Demat Account Number and PAN No. from an e-Voting link available on HYPERLINK “http://www.cdslindia.com” www.cdslindia.com home page. The system will authenticate the user by sending OTP on the registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress and also be able to directly access the system of all e-Voting Service Providers.



Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also log in using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging In, you will be able to see the e-Voting option. Click on the e-Voting option, and you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or e-Voting service provider, i.e. NSDL, and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining a virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve their User ID/ Password are advised to use the " Forget User ID and Forget Password option available at the above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository, i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll-free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to helpdesk. evoting@cdslindia.com or contact at 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.



3. A new screen will open. You will have to enter your User ID, your Password/OTP, and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-Services, i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log in to NSDL e-services after using your log-in credentials, click on e-Voting, and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit ClientID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID\ For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using the NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password,' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment, i.e. a .pdf file. Open the .pdf file. The password to open the PDF file is your 8-digit client ID for the NSDL account, the last 8 digits of the client ID for the CDSL account, or the folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.



6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?” (If you are holding shares in physical mode), an option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by the aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on the “Login” button.
9. After you click on the “Login” button, the Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e- Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the Confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcsmanjula@gmail.com with a copy marked to HYPERLINK "mailto: evoting@nsdl.co.in" evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under the "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll-free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Swapnil at evoting@nsdl.co.in

Process for those shareholders whose email IDs are not registered with the depositories for procuring a user ID and password and registration of email IDs for e- voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to demat@octlindia.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to demat@octlindia.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A), i.e., the login method for e-Voting and joining a virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders/members may send a request to evoting@nsdl.co.in for procuring a user id and password for e-voting by providing the above-mentioned documents.
4. In terms of the SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access the e-Voting facility.



THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders who will be present in the AGM through the VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to the NSDL e-Voting system. After successful login, you can see the link of "VC/OAVM link" placed under the "Join meeting" menu against the company name. You are requested to click on the VC/ OAVM link placed under the Join Meeting menu. The link for VC/OAVM will be available in the Shareholder/ Member login, where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid a last-minute rush.
2. Members are encouraged to join the Meeting through Laptops for a better experience.
3. Further, Members will be required to allow the use of a camera and use the Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through laptops connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use a stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance, mentioning their name, demat account number/folio number, email id, and mobile number at demat@octlindia.com. The same will be replied to by the company suitably.



EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013,

Item No. 4

The Board of Directors of the Company ("Board"), based on the recommendation of the Nomination and Remuneration Committee ("NRC"), at its meeting held on May 21, 2026, approved redesignation of Mr. Paruchuri Dheeraj Chowdary (DIN: 09341915) as Whole-time Director of the Company for a period of three (3) years, commencing from June 1, 2026 up to May 31, 2029, subject to the approval of the Members of the Company in the General Meeting and such other approvals as may be necessary.

The terms of appointment, remuneration and perquisites payable to Mr. Paruchuri Dheeraj Chowdary are in accordance with the limits prescribed under Sections 196, 197, 198 and Schedule V (Part II, Section I & II) of the Companies Act, 2013, as amended from time to time, and the applicable Rules made thereunder.

Mr. Paruchuri Dheeraj Chowdary satisfies the conditions specified under Part I of Schedule V and Section 196(3) of the Companies Act, 2013 for appointment as a Whole-time Director.

Brief Profile of Mr. Paruchuri Dheeraj Chowdary

Mr. Paruchuri Dheeraj Chowdary is a Mechanical Engineer by profession. He holds a degree in Mechanical Engineering and a Master of Science (M.S.) in Engineering from the United States of America. He has extensive experience in business development, with a particular focus on the defence sector, and aerospace brings significant domain expertise that the Board believes will be of considerable value to the Company's operations and strategic growth.

The aggregate remuneration payable shall not exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013. In the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Paruchuri Dheeraj Chowdary, the remuneration shall be paid in accordance with the limits specified in Section II of Part II of Schedule V, or such other limits as may be prescribed by the Central Government from time to time, and no further approval of the Members shall be required for such payment.

A copy of the letter of appointment of Mr. Paruchuri Dheeraj Chowdary, setting out the terms and conditions of appointment, is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Paruchuri Dheeraj Chowdary pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standards on General Meetings (SS-2), is given at Annexure to this Notice.



Except for Mr. Paruchuri Dheeraj Chowdary, being an appointee, Mrs. Shri Puja Kamineni, Mr. Kamineni Shashidhar, and Mr. Kamineni Suryanarayana, Managing Director of the Company and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice.

Accordingly, the Board recommends the above resolution for your consideration and approval as a Special Resolution.

Statement containing Additional Information and Disclosures as per Sub-Clause (iv) of the Second Proviso to

Clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013 (“the Act”).

I. General Information	
a) Nature of Industry	Engineering Goods, Processor, and Manufacturer
b) Date or Expected date of commencement of commercial production	September, 1988
c) In case of new companies, the expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus.	NA
d) Financial performance based on given indicators	Financial Year 2024-25 Total Revenue: 12.576.76 Net Profit / (Loss) Before Tax (PBT): (2.910.07) Net Profit/ (Loss) (PAT):(2,255.84) Financial Year 2025-26: Total Revenue: 7,181.12 Net Profit / (Loss) Before Tax (PBT): (6,435.54) Net Profit/ (Loss) (PAT): (4,640.85)
e) Foreign investments or collaborations, if any	Not Applicable
II. Information about the appointee	
a) Background details:	Mr. Paruchuri Dheeraj Chowdary is an accomplished Mechanical Engineer with a strong academic background. Being academically inclined, he possesses sound technical knowledge and expertise, complemented by his professional experience and leadership capabilities
b) Past remuneration	Rs. 3,50,000/- Per Month (Rs. Three Lakhs Fifty Thousand per month)
c) Recognition and award	-

EXPLANATORY STATEMENTS



d) Job profile and his suitability	He holds a Bachelor of Engineering in Mechanical Engineering from the College of Engineering, Anna University, and a Master of Science in Engineering from Colorado Boulder, USA. Experience: Worked in Consumers Energy, USA as mechanical engineer in Facilities Engineering and design team (FEDT). He worked as an energy modeller and program manager for LEED buildings.
e) Remuneration proposed	Rs. 3,50,000/- Per Month (Rs. Three Lakhs Fifty Thousand per month)
f) Comparative remuneration profile with respect to industry, size of the Company, Profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of their origin)	The remuneration proposed is in line with the industry in which the Company operates.
g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	NA
a) Reason for loss or inadequate profits	Accumulated losses during the NCLT period 20.01.2020 to 30.09.2022.
b) Steps taken or proposed to be taken for improvement	Increase in direct sales and additional sales in the Engineering Division.
c) Expected increase in productivity and profits in measurable terms	The Company is taking steps to improve operational efficiency and increase turnover. However, due to accumulated losses, profitability is expected to be achieved over the next two years.

Place: Hyderabad
Date : 18-June -2026

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

K. Suryanarayana
Chairman & Managing Director
DIN: 00078950

Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting on Wednesday, August 12, 2026.

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

S. No	Particulars	Name of the Director
I) Mr. Paruchuri Dheeraj Chowdary		
1	DIN	09341915
2	Date of Birth & Age	18-11-1991. 34 Years
3	Education Qualification	Bachelor of Engineering in Mechanical Engineering & Master of Science in Engineering from Colorado Boulder, USA. From University
4	Experience and expertise in a specific functional area.	Extensive Experience in business development and more focused on the Defence Sector
5	Brief profile	A brief profile is provided in explanatory statements forming part of this notice
6	Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Spouse of Granddaughter of Mr. K. Suryanarayana (DIN: 00078950), Chairman and Managing Director of the Company
7	Nature of appointment (appointment / re- appointment)	Re-designated as a Whole-time Director of the company.
8	Terms and Conditions of appointment / re- appointment	The appointment shall be for a period of three (3) years commencing from June 1, 2026 and ending on May 31, 2029 at such remuneration as provided in the Resolution
9	Remuneration last drawn by such person, if applicable and remuneration sought to be paid.	Sitting Fees Paid 1.53 Lakhs
10	Date of first appointment on the Board	11.06.2025
11	Shareholding in the Company	NIL
12	The number of Meetings of the Board attended during the year	3
13	Directorship Details on the Boards of other companies (other than listed companies)	1. Genau Engineering Private Limited 2. Tron Food Private Limited
14	Membership/ Chairmanship of Committees of other Board	NIL
15	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NIL
16	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board.	NIL
17	Names of listed entities from which the person has resigned in the past three years	NIL

S.No	Particulars	Name of the Director
II) Dr. Shri Puja Kamineni		
1	DIN	06818438
2	Date of Birth & Age	13.10.1989. 36 Years
3	Education Qualification	MBBS and MD Radiodiagnosis
4	Experience and expertise in specific functional Areas	Experience in Corporate Marketing Strategies.
5	Brief Profile	Dr. Shri Puja Kamineni is a qualified medical professional with experience in healthcare management, quality systems, and organizational processes, strengthening the Company's governance and decision-making.
6	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Grand Daughter of Mr. K. Suryanarayana (DIN: 00078950) Chairman and Managing Director of the Company
7	Nature of appointment (appointment / re-appointment)	Appointed as a Non-Executive Non Interdependent Director, Liable to retire by rotation
8	Terms and Conditions of appointment / re-appointment	The terms and conditions of appointment of Non-Executive Non Interdependent Director of the company are placed on the website of the company at www.octlindia.com .
9	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Sitting Fees Paid 1.53 Lakhs
10	Date of first appointment on the Board	11.06.2025
11	Shareholding in the Company as on 31.03.2026	4,99,000 Equity Shares of Rs.10 each
12	The number of Meetings of the Board attended during the year	3
13	Directorship Details on the Boards of other companies(other than listed companies)	1. Kamineni Health Services Private Limited 2. Aquatica Frozen Foods Global Private Limited
14	Membership/ Chairmanship of Committees of other Board	NIL
15	In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NIL
16	Names of listed entities in which the person also holds directorships and the membership of Committees of the board.	NIL
17	Names of listed entities from which the person has resigned in the past three years	NIL

To the Members:

The Directors have the pleasure in presenting before you the 40th Annual Report of the Company together with the Audited Financial Statements of Accounts for the year ended 31st March 2026.

FINANCIAL RESULTS:

The performance for the year ended 31st March 2026 has been as follows:

(₹ In Lakhs)

Sl. No.	Particulars	2025-26	2024-25
1	Revenue From Operations	7,009.41	12,290.31
2	Other Income	171.71	286.45
3	Profit / (Loss) before Interest and Depreciation	630.33	4,601.40
4	Finance Charges	107.52	551.40
5	Gross Profit / (Loss)	522.81	4,050.00
6	Provision for Depreciation	6,958.35	6,960.07
7	Net Profit / (Loss) Before Tax	(6,435.54)	(2,910.07)
8	Provision for Tax Tax Expense	(287.30)	276.06
9	Net Profit / (Loss) After Tax	(6,148.24)	(3,186.12)
10	Other Comprehensive Income	1,507.39	930.29
11	Total Comprehensive Income	(4,640.85)	(2,255.84)
12	Balance of Profit brought forward		-
13	Balance available for appropriation	(4,640.85)	(2,255.84)
14	Transfer to General Reserve	(4,640.85)	(2,255.84)

State Of The Company's Affairs:**PERFORMANCE IN 2025-26:**

The company participated in the tenders of ONGC, OIL, and other customers and was successful in bidding and secured orders worth Rs. 155.51 cr. The company executed these orders and achieved revenues of Rs. 71.81 Cr. with EBIDTA of Rs. 6.3 Cr. in FY2025-26. The company API licenses have been renewed during FY 2025-26 for the next three years i.e., up to December 2028. The company's testing laboratory was certified for the competency testing and calibration with NABL Accreditation that is from 2026 to 2030.



The Engineering Division has secured orders for products and precision machining services from defense PSU's, and some of the orders were executed during 2025-26. The Engineering division has made a capital investment for the procurement of 5 Axis CNC Machining center during 2025-26 for the execution of new orders.

The break-up of the revenues is given below:

(₹ In Lakhs)

Sl. No	Description	Amount
1	OCTG Products	5,070.57
2	OCTG Product Services	1,917.84
3	Engineering Division - Services	21.00
	TOTAL	7,009.41

PROSPECTS:

The company is participating in new tenders floated by ONGC and OIL and global tenders for the FY 2026-27. The company expects the tenders to open during June-July 2026 and finalization of the tenders during August-September 2026. These tenders are relevant to our product portfolio – Drill Pipes, Heavy Weight Drill Pipes, Drill Collars, and other related products.

The Government of India's 'Make in India' Policy permits Domestic Manufacturers only to participate in the Tenders for premium connections. There are certain specialised premium connections for which the Company holds the licenses, and an integrated facility makes OCTL cost-competitive in securing the orders.

In addition to this, the Government of India, Ministry of Steel, had amended the Steel Policy with a condition of minimum 50% Value Addition criteria, replacing the "Melt & Pour" condition.

The Company is strategically expanding its focus across the Defense, Aerospace, Power, and Critical Engineering Machining Components sectors. This diversification is intended to transition the Company's revenue base from reliance on a single industry vertical to a multi-sector portfolio, thereby enhancing revenue stability and supporting sustained long-term growth.

In line with this strategy, the Company is actively recruiting experienced professionals with expertise in the aerospace and defense engineering domains, recognizing these as high-growth areas central to its diversification objectives. A dedicated aerospace machining team is currently being assembled to support this initiative. Concurrently, the Company is evaluating strategic partnerships and business opportunities within the defense and Aerospace sector with the objective of establishing itself as a sub-system and systems supplier.

Your company operates in core sectors and has big opportunities for growth in next coming years.

The ongoing conflict in West Asia has created a visible impact across the Indian industry, cascading the delay of order inflows with escalation in input cost, fuel cost, and logistics.



SHARE CAPITAL

During the year under review, there was a change in the Capital Structure of the Company as detailed below.

The company borrowed Inter Corporate Deposits (ICD) from United Steel Allied Industries Private Limited (USAIPL), the promoter company during January 2020 to September 2023 to pay the One Time Settlement amount to the Banks and to meet CIRP costs and operational expenses. The total amount outstanding as on 30th September, 2024 was Rs. 92,71,55,823. Since a positive net worth (excluding Revaluation reserves) is a prerequisite for the company to participate in the tenders being floated by various authorities, the company requested USAIPL (promoter company), and USAIPL had agreed in principle to convert the ICD outstanding in Oil Country Tubular limited into OCPS (Fully Paid-up Zero Coupon Optionally Convertible Non-Cumulative Preference Shares) and to augment the net worth of the company and to enable OCTL to participate in the future tenders.

Pursuant to the Special Resolution passed by the shareholders at the Extra-Ordinary General Meeting held on December 11, 2024, and subject to applicable approvals, the Company allotted 1,38,46,154 Fully Paid-up Zero Coupon Optionally Convertible Non-Cumulative Preference Shares (OCPS) to USA Industries and Properties Limited (Promoter Group) on December 31, 2024, at ₹65 per OCPS, aggregating to ₹90 crore. The OCPS are convertible into equity shares on a one-to-one basis within 18 months from the date of allotment.

Out of the total OCPS allotted, 35,50,000 OCPS were converted into equity shares on January 29, 2025, and a further 41,50,000 OCPS were converted into equity shares on May 8, 2025, for which the Company has obtained the requisite listing and trading approvals. Accordingly, 61,46,154 Fully Paid-up Zero Coupon Optionally Convertible Non-Cumulative Preference Shares (OCPS) remain outstanding as on the date.

Authorized Share Capital:

The Authorized Share Capital of the Company is as follows;

as on 31st March, 2026	a) ₹71,00,00,000 (Rupees Seventy-One Crores) divided into 7,10,00,000 equity shares having face value of ₹10/- each b) ₹14,00,00,000 (Rupees Fourteen Crore only) divided into 1,40,00,000 Zero Coupon Optionally Convertible Non-Cumulative Preference Shares (OCPS) having a face value of ₹10/- each
as on 31st March, 2025	a) ₹71,00,00,000 (Rupees Seventy-One Crores) divided into 7,10,00,000 equity shares having face value of ₹10/- each b) ₹14,00,00,000 (Rupees Fourteen Crore only) divided into 1,40,00,000 Zero Coupon Optionally Convertible Non-Cumulative Preference Shares (OCPS) having a face value of ₹10/- each

Issued, Subscribed and Paid-up Share Capital:

The Issued, Subscribed and Paid-up Share Capital of the Company is as follows;

as on 31 st March, 2026	a) ₹51,98,95,300 (Rupees Fifty One Crores Ninety-eight Lakhs Ninety-Five Thousand and Three Hundred Only in number) divided into 5,19,89,530 Equity Shares having a face value of ₹10/- each. b) ₹6,14,61,540 (Rupees Sixty Crores Fourteen Lakhs Sixty-one Thousand Five Hundred and Forty Only) divided into 61,46,154 Zero Coupon Optionally Convertible Non-Cumulative Preference Shares (OCPS) having face value of ₹10/- each.
as on 31 st March, 2025	a) ₹47,83,95,300 (Rupees Forty-Seven Crore Eighty Three Lakhs Ninety Five Thousand Three Hundred Only) divided into 4,78,39,530 Equity Shares having face value of ₹10/- each. b) ₹10,29,61,540 (Rupees Ten Crore Twenty-Nine Lakhs Sixty-One Thousand Five Hundred Forty Only) divided into 1,02,96,154 Zero Coupon Optionally Convertible Non-Cumulative Preference Shares (OCPS) having a face value of ₹10/- each.

TRANSFER OF AMOUNT TO RESERVES:

In view of the loss, no amount is proposed to be transferred to reserves.

DIVIDEND:

Your Company did not declare any Dividend for the Financial Year 2025-26 in view of the losses.

NUMBER OF BOARD MEETINGS HELD:

The Board of Directors duly met 5 times during the financial year. The dates on which the meetings were held are 8th May, 2025, 11th June, 2025, 7th August, 2025, 30th October, 2025, and 12th February, 2026.

CHANGE IN DIRECTORS AND KMPS DURING THE FINANCIAL YEAR 2025-26

During the year under review, Mr. K. Suryanarayana was appointed as the Chairman and Managing Director of the Company for a period of three (3) years with effect from September 21, 2025, up to September 20, 2028.

Mrs. Shri Puja Kamineni (DIN: 06818438) and Mr. Paruchuri Dheeraj Chowdary (DIN: 09341915) were appointed as Non-Executive Non-Independent Directors of the Company with effect from June 11, 2025. and further, Mr. Kamineni Shashidhar (DIN: 00332223) was also appointed as a Non-Executive Non-Independent Director of the Company with effect from August 7, 2025.

The approval of the Members for the aforesaid appointments were sought in the 39th Annual General Meeting was held on 10th September, 2025.



During the year, Mr. Sudhir Kumar (ICSI Membership No.: ACS 8999), Company Secretary and Compliance Officer of the Company, resigned from his position with effect from May 8, 2025. Subsequent to his resignation, Mr. Vaibhav Suryakant Suryawanshi (ICSI Membership No.: ACS 72171) was appointed as the Company Secretary and Compliance Officer of the Company with effect from August 7, 2025.

During the year under review, Mr. Ramamuni Reddy Jampanapalle resigned from the position of Chief Financial Officer of the Company with effect from August 7, 2025. Consequent thereto, Mr. Lal Bahadur Shastri Gubba (ICAI Membership No. 220590) was appointed as the Chief Financial Officer of the Company with effect from August 7, 2025.

Subsequently, Mr. Lal Bahadur Shastri Gubba resigned from the position of Chief Financial Officer with effect from April 23, 2026. Thereafter, Mr. Ramamuni Reddy Jampanapalle was re-appointed as the Chief Financial Officer of the Company with effect from May 21, 2026.

Other than the above-mentioned, there were no other changes that took place in the office of Directors and KMPs.

INDEPENDENT DIRECTORS

In terms of Section 149 of the Act and the Listing Regulations, the following are the Independent Directors of your Company as on the date of this Report.

Mr. Sunil Tandon	Independent Director
Mrs. Uma Kumari Kamalapuri	Independent Women Director
Mr. Moturu Siva Ram Prasad	Independent Director
Mr. Tatineni Yoganand	Independent Director
Mr. Venkatesh Vasant Rao Parlikar	Independent Director

All the Independent Directors of your Company have given declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective, independent judgement and without any external influence.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, all the Independent Directors have got their names included in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience (including the proficiency) and are persons of high integrity and repute. They fulfil the conditions specified in the Act as well as the Rules made thereunder and are independent of the Management.



DIRECTORS AND OFFICERS INSURANCE ('D&O')

As per the requirements of Regulation 25(10) of the Listing Regulations, your Company has taken a policy of insurance for all its Independent Directors and Key Managerial Personnel (KMP).

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER MATTERS

The Nomination and Remuneration Committee has been formed in compliance with Regulation 19 of the Listing Regulations and pursuant to Section 178 of the Act. The main object of this Committee is to identify persons who are qualified to become directors and who may be appointed in senior management of your Company, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance, recommend the remuneration package of both the Executive and Non-Executive Directors on the Board and also the remuneration of Senior Management, one level below the Board. The Committee reviews the remuneration package of the Executive Director(s), makes appropriate recommendations to the Board and acts in terms of reference of the Board from time to time.

On the recommendation of the Nomination and Remuneration Committee, the Board has adopted and framed a Remuneration Policy for the Directors, Key Managerial Personnel, and other Employees pursuant to the provisions of the Act and the Listing Regulations, which is available on the website of your Company.

FAMILIARIZATION/ ORIENTATION PROGRAM FOR INDEPENDENT DIRECTORS:

Formal familiarization programs were conducted about the amendments in the Companies Act, Rules prescribed thereunder, Listing Regulations, and all other applicable laws to your Company, and all the directors were also apprised about the business activities of the Company.

The objective of these programs is to familiarize Independent Directors with the business of your Company, the industry in which your Company operates, business model, challenges etc., through various means such as interaction with subject matter experts, meetings with business leads and functional heads on a regular basis.

The details of such familiarization programs for Independent Directors are posted on the website of the Company.

ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Act and the Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination and Remuneration Committee and all other Committees.

A structured questionnaire was prepared after taking into consideration the inputs received from the Directors, covering various



aspects of the Board's functioning, such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations, and governance.

A separate exercise was carried out to evaluate the performance of individual Directors, including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interests of your Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Independent Director being evaluated.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman of your Company was evaluated, taking into account the views of the Executive Director and Nonexecutive Directors who also reviewed the performance of the Secretarial Department. The Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as, contribution of the individual director to the Board and Committee meetings, preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. The Directors expressed their satisfaction with the evaluation process.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is enclosed as a part of this report.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Your Company has taken adequate steps to adhere to all the stipulations laid down in Reg. 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. A report on Corporate Governance is included as a part of this Annual Report. Certificate from the Company Secretary in Practice, Ms. Manjula Aleti of M/s. Manjula Aleti & Associates, Companies Secretaries confirming the compliance with the conditions of Corporate Governance as stipulated under the above regulation, is included as a part of this report.

LISTING WITH STOCK EXCHANGES:

Your Company's shares are listed on the following Stock Exchanges:

- (i) BSE Limited (BSE), Phiroze Jee Jeebhoy Towers, Dalal Street, Mumbai- 400001, Maharashtra, India. It is traded with the code 500313 and
- (ii) National Stock Exchange of India Limited (NSE), Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India. It is traded with the code OILCOUNTUB.

The Company has paid the Annual Listing fees for the FY 2026-27 to NSE and BSE, where the Company's shares are listed



DEMATERIALISATION OF SHARES:

97.61% of the company's paid-up Equity Share Capital is in dematerialized form as on 31st March, 2026, and the balance 2.39% is in physical form. The Company's Registrars are M/s. XL Softech Systems Limited having their registered office at 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034.

PARTICULARS OF LOANS, GUARANTEES, OR INVESTMENTS:

Details of Loans, Guarantees, and Investments covered under the provisions of Section 186 of the Companies Act, 2013, are given in the notes to the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

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. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval, and the particulars of contracts entered during the year, as per Form AOC-2, are enclosed as **Annexure-E**.

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 Companies Act 2013, the Rules thereunder, and the Listing Agreement. This Policy was considered and approved by the Board and has been uploaded on the website of the Company at www.octlindia.com under investors/ policy documents/Related Party Policy link.

EXTRACT OF ANNUAL RETURN:

Annual Return in Form MGT-7 is available on the Company's website. The web link for the same is https://www.octlindia.com/annual_return.html

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

Information required under section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, is given in Annexure-C to this report.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SEC.149 OF COMPANIES ACT, 2013:

The Independent Directors have submitted a declaration of independence, as required pursuant to sub-section (7) of Section 149 of the Companies Act, 2013, stating that they meet the criteria of independence as provided in sub-section (6) of Section 149.



CORPORATE SOCIAL RESPONSIBILITY (CSR):

In terms of section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors of your Company has constituted a CSR Committee, two thirds being Independent Directors. CSR Committee of the Board has developed a CSR Policy under Health care and Education activities, which are enclosed as part of this report as Annexure-D.

Additionally, the CSR Policy has been uploaded on the website of the Company at www.octlindia.com under investors/ policy documents/CSR Policy link.

CHANGES IN THE NATURE OF BUSINESS:

During the year under review, there has been no change in the nature of the business of the Company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION:

There have been no material changes or commitments that have affected the financial position of the Company between the close of FY 2025-26 and the date of this report.

SUBSIDIARIES, JOINT VENTURES, AND ASSOCIATE COMPANIES:

As defined under the Act, the Company doesn't have any Subsidiary, Joint Venture and Associated companies as of March 31, 2026.

DIRECTORS RESPONSIBILITY STATEMENT:

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

- a) In the preparation of the annual accounts for the year ended 31st March, 2026, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) They have 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 loss of the company for the same period;
- c) The directors have taken proper and sufficient care for the 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) They have prepared the annual accounts for the year 2025-26 on a going concern basis;
- e) They have laid down internal financial controls in the company that are adequate and were operating effectively;
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws, and these are adequate and are operating effectively.



COMMITTEES

Audit Committee

The Board has in place a duly constituted Audit Committee as per the provisions of Section 177 of the Act and the Listing Regulations. The composition, attendance, powers, and role of the Audit Committee are included in the Corporate Governance Report, which forms part of this Annual Report. All the recommendations made by the Audit Committee were accepted by the Board of Directors.

Committees

Apart from the Audit Committee, the Board has also constituted the following committees, in accordance with the provisions of the Act and the Listing Regulations as applicable, which are in place and are discharging their functions as per terms of reference entrusted by the Board:

- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee

The composition, attendance, powers, and role of the Committees are included in the Corporate Governance Report which forms part of this Annual Report.

AUDIT OBSERVATIONS:

There are no observations from the Auditors during the year under review.

AUDITORS:

i) Statutory Auditors:

M/s. CKS Associates LLP, Chartered Accountants, Firm Registered number (007390S/S000218), Hyderabad, Statutory Auditors of the Company for a term of five consecutive years commencing from the financial year 2022-23 and ending with the financial year 2026-27, till the conclusion of the 41st Annual General Meeting of the Company.

The financial statements of the Company have been prepared in accordance with Ind AS notified under Section 133 of the Act. The Statutory Auditors' reports do not contain any qualifications, reservations, adverse remarks, matters of emphasis, or disclaimers.

**ii) Cost Auditors:**

During the Financial Year 2024–25, the turnover of the Company exceeded ₹100 crore. Accordingly, the Board of Directors appointed M/s. Sagar & Associates, Cost Accountants, Hyderabad (Firm Registration No. 000118) as the Cost Auditors of the Company for the Financial Year 2025–26, subject to ratification of their remuneration by the shareholders at the Annual General Meeting for the Financial Year 2024–25.

However, based on the audited financial statements for the Financial Year 2025–26, the turnover of the Company is below the prescribed threshold of ₹100 crore. Consequently, the Company is not required to appoint a Cost Auditor for the Financial Year 2026–27 under the applicable provisions of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014.

iii) Secretarial Audit:

Pursuant to the provisions of Section 204 of the companies act, 2013 read with Rule 9 of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Manjula Aleti, Proprietor of M/s. Manjula Aleti & Associates, Practicing Company Secretaries (Membership No. 10380; Certificate of Practice No. 13279), was appointed as the Secretarial Auditor of the Company for a term of five consecutive years commencing from the financial year 2025-26 and ending with the financial year 2029-30.

The Secretarial Audit Report in Form MR-3 for the financial year ended March 31, 2026, issued by the Secretarial Auditor, is annexed to this Report as Annexure – A and forms an integral part of this Report.

iv) Annual Secretarial Compliance Report

The Annual Secretarial Compliance Report for the financial year ended March 31, 2026, issued by Ms. Manjula Aleti, Proprietor of M/s. Manjula Aleti & Associates, Practicing Company Secretaries (Membership No. ACS 10380; Certificate of Practice No. 13279), pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been submitted to the Stock Exchanges within the prescribed timeline and is annexed to this Board's Report as Annexure – B.

STATEMENT ON COMPLIANCE WITH MATERNITY BENEFITS:

Your Company complies with the provisions of the Maternity Benefit Act, 1961, extending all statutory benefits to eligible women employees, including paid maternity leave, continuity of salary and service during the leave period, and post-maternity support such as nursing breaks and flexible return-to-work options, as applicable. Your company remains committed to fostering an inclusive and supportive work environment that upholds the rights and welfare of its women employees in accordance with applicable laws.



REPORTING OF FRAUDS

During the year under review, there was no instance of fraud, which required the Statutory Auditors to report to the Audit Committee and /or Board under Section 143(12) of the Companies Act, 2013 and the rules made thereunder.

PECUNIARY RELATIONSHIP OR TRANSACTIONS WITH THE COMPANY:

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/ Committee(s) of the Company.

WHISTLEBLOWER POLICY:

In pursuance of the provisions of section 177(9) & (10) of the Companies Act, 2013, a Whistleblower Policy for directors and employees to report genuine concerns has been established. The Whistleblower Policy has been uploaded on the website of the Company at www.octlindia.com under investors/policy documents / Whistleblower Policy link.

PARTICULARS OF EMPLOYEES:

In terms of the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in ANNEXURE-F.

DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY:

The Board of Directors had formulated a Risk Management Policy for dealing with different kinds of risks which it faces in day-to-day operations of the Company. The main objective of this Policy is to ensure sustainable business growth with stability and to promote a pro- active approach in reporting, evaluating and resolving risks associated with the Company's business. In order to achieve the key objective, this Policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has adequate internal control systems and procedures to combat risks. The Risk Management Procedures are reviewed by the Audit Committee and the Board of Directors on a quarterly basis at the time of review of the Quarterly Financial Results of the Company.



DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION, AND REDRESSAL) ACT, 2013:

The Company has adopted zero tolerance for sexual harassment at the workplace and has formulated a policy on prevention, prohibition, and Redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and Redressal of complaints of sexual harassment at workplace.

Awareness programs were conducted. The Company has complied with provisions relating to the constitution of Internal Complaints Committee (ICC) under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has setup Internal Complaint Committee to redress complaints on sexual harassment.

During the year under review, no complaints were received.

(a) Number of complaints of sexual harassment received in the year: **Nil**

(b) Number of complaints disposed off during the year: **Nil**

(c) Number of cases pending for more than ninety days: **Nil**

THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS, OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATIONS IN THE FUTURE:

There have been no significant material orders passed by the Regulators, Courts, or Tribunals that would impact the going concern status of the Company and its future operations.

PREVENTION OF INSIDER TRADING CODE:

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. During the year, the Company has complied with the said code.



SECRETARIAL STANDARDS:

The Institute of Company Secretaries of India has currently mandated compliance with the Secretarial Standards on board meetings and general meetings. During the year under review, the Company has complied with the applicable Secretarial Standards.

DEPOSITS FROM PUBLIC:

The Company has not accepted any deposits from the public during the year under review. No amount on account of principal or interest on deposits from the public was outstanding as on 31st March, 2026.

INDUSTRIAL RELATIONS:

During the year under review, industrial relations remained harmonious at all our offices and establishments.

FIXED DEPOSITS

The Company has neither accepted nor renewed any fixed deposits from the public within the meaning of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014, and as such, no principal or interest was outstanding as on the date of the Balance sheet. Further, the Company has not accepted any loans/advances from any of its Directors during the year under review.

INSURANCE

All properties and insurable interests of your Company have been fully insured.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR, ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

No application was made or any proceedings were pending under the IBC, 2016, during the year ended on March 31, 2026.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING A LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS, ALONG WITH THE REASONS THEREOF:

Not Applicable



ACKNOWLEDGEMENTS:

Directors take this opportunity to express their thanks to various departments of the Central and State Government, ONGC, Oil India Limited, Multinational Companies operating in India and abroad for Oil and Gas Exploration and Drilling, Bankers, Material Suppliers, Customers, and the Shareholders for their continued support and guidance.

The Directors wish to place on record their appreciation for the dedicated efforts put in by the Engineers and Employees of the Company at all levels.

For and on behalf of the Board of Directors

Place: Hyderabad
Date : 18 June 2026

K.Suryanarayana
Chairman& Managing Director
DIN: 00078950

Tatineni Yoganand
Director
DIN: 07593253



Form No. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2026

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Oil Country Tubular Limited
'KAMINENI', 3rd Floor, King Koti,
Hyderabad, Telangana, India – 500001.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Oil Country Tubular Limited (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed with the Ministry of Corporate Affairs, Stock Exchanges and other regulatory authorities and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms, and returns filed with the Ministry of Corporate Affairs, Stock Exchanges, and other regulatory authorities, and other records maintained by the Company for the financial year ended on 31st March, 2026, according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - a. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - b. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



The provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) were not applicable to the Company during the financial year under report:

- a. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- b. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- c. Securities and Exchange Board of India (Share-Based Employee Benefits and Sweat Equity) Regulations, 2021;
- d. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014;

I further report that, based on the guidelines issued by the Institute of Company Secretaries of India ("ICSI") and as per the information provided by the Company regarding the applicability of industry-specific laws, the Company has generally complied with the provisions of such laws, rules, regulations, and guidelines to the extent applicable.

I state that the provisions relating to Audit of Accounts and the related financial records, including Income Tax Laws, Goods and Services Tax, Customs Laws, and other connected Rules, Regulations, Orders, Circulars, and Notifications have not been dealt with in any manner in this Secretarial Audit Report.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by the Institute of Company Secretaries of India;
- ii. Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Companies Act, 2013, and the Rules, Regulations, Guidelines, Standards, etc. listed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except in respect of the following:

Delay of one day in submission of disclosure on Related Party Transactions under Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for which fines of Rs. 5,900/- each (including GST) were levied by BSE Limited and National Stock Exchange of India Limited. The Company has paid the fines levied by both the Stock Exchanges.

I further report that:

- a. The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors, and Independent Directors, including an Independent Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.



- b. Adequate notice was given to all Directors to schedule the Board Meetings, agenda, and detailed notes on the agenda were sent at least seven days in advance, and a system exists for the Directors to seek and obtain further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c. All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I further report that, based on the information provided and the representations made by the management and relied upon by me, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

I further report that, during the audit period, there were no other specific events/actions having a major bearing on the Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.

For MANJULA ALETI & ASSOCIATES
Company Secretary in Practice

CS Manjula A
M.No: 10380; COP: 13279
(UDIN: F010380H000593336)
(Peer Review Certificate: 6702/2025)

Place: Hyderabad
Date : 08 June 2026

Note: This report is to be read with our letter of even date, which is annexed as Annexure A and forms an integral part of this report.



To

The Members

Oil Country Tubular Limited

(CIN: L26932TG1985PLC005329)

'KAMINENI', 3rd Floor

King Koti, Hyderabad - 500001, Telangana, India

My report of even date is to be read along with this letter:

Management Responsibility:

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, i followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company including the records pertaining to Goods and Service Taxes, Income Tax, Customs and other related enactments applicable to the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility
6. of the Management. My examination was limited to the verification of procedures.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Manjula Aleti
Company Secretary in Practice

CS Manjula A
M.No : 10380
COP : 13279
(UDIN: F010380H000593336)
(Peer Review Certificate: 803/2020)

Place: Hyderabad

Date : 8 June 2026

**SECRETARIAL COMPLIANCE REPORT
OF OIL COUNTRY TUBULAR LIMITED****[CIN:- L26932TG1985PLC005329] For the year ended 31st March, 2026****(Under Regulation 24A of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **OIL COUNTRY TUBULAR LIMITED** (CIN: L26932TG1985PLC005329) (hereinafter referred to as the "listed entity"), having its registered office at 'KAMINENI', 3rd Floor, King Koti, Hyderabad, Telangana, India, 500001. The Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/statutory compliance and expressing my opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2026, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, Manjula Aleti, a Practicing Company Secretary, have examined:

- A) all the documents and records made available to me and the explanation provided by the listed entity ;
- B) the filings/ submissions made by the listed entity to the stock exchanges;
- C) website of the listed entity;
- D) all other documents/filings that are found to be relevant, which have been relied upon to make **this certification for the year ended 31st March, 2026("Review Period") in respect of compliance with the provisions of:**
 - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, and guidelines issued thereunder; and
 - b) 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 (Issue of Capital and Disclosure Requirements) Regulations, 2018 ;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**The provisions of the said regulations are not applicable to the Listed Entity during the year review period**);

- e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(The provisions of the said regulations are not applicable to the Listed Entity during the year review period);**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- **(The provisions of the said regulations are not applicable to the Listed Entity during the year review period);**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(The provisions of the said regulations are not applicable to the Listed Entity during the year review period);**
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(The provisions of the said regulations are not applicable to the Listed Entity during the review period);**
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and 2018;
- k) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and circulars /guidelines issued thereunder;

And based on the above examination, I hereby report that, during the review period:

- I. **(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:-**

ANNEXURE - B



Sr.No.	Compliance Requirement (Regulations/ circulars/ guidelines, including specific clause)	Regulation/ Circular No.	Deviati-ons	Action taken by	Type of Action	Details of Violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI (LODR) Regulations, 2015	Regulation 23(9)	Delay in submission of disclosure on Related Party Transactions (RPT)	BSE Limited and National Stock Exchange of India Limited	Fine levied	Delay of one day in submission of disclosure on Related Party Transactions (RPT)	Rs. 5900/- (incl. GST) – levied by both the Stock Exchanges	The Company has paid the fines levied by both the Stock Exchanges for the delay in submission	The Company has duly paid the fines imposed by both the Stock Exchanges.	--

(b) The listed entity has maintained proper records under the provisions of the above regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) During the period under review, the following are the details of actions taken against the listed entity / 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 thereunder:

ANNEXURE - B



Sr.No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviati-ons	Action taken by	Type of Action	Details of Violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI (LODR) Regulations, 2015	Regulation 23(9)	Delay in submission of disclosure on Related Party Transactions (RPT)	BSE Limited and National Stock Exchange of India Limited	Fine Levied	Delay of one day in submission of disclosure on Related Party Transactions (RPT)	Rs. 5,900/- each (including GST) levied by both the Stock Exchanges	The Company has paid the fines levied by both the Stock Exchanges.	The Company has complied with the payment of fines imposed by the Stock Exchanges.	--

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: There being no observation in the Annual Secretarial Compliance Report for the previous year, reporting on actions to comply with its observation does not arise.

Sr.No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2025	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity

----- Not Applicable -----

I, hereby report that, during the Review Period the compliance status of the listed entity is appended as 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 (ICSI) as notified by the central Government under section 118(10) of the Companies Act, 2013, and are mandatorily applicable.	YES	None
2.	<u>Adoption and timely updation of the Policies:</u> - All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities. - All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI	YES	None
3.	<u>Maintenance and disclosures on the website:</u> - 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	YES	None
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the Listed entity.	YES	None
5.	<u>Details related to Subsidiaries of listed entities:</u> a. Identification of material subsidiary companies b. Disclosure requirements of material as well as other subsidiaries	NA	The Company does not have subsidiaries.



Sr.No	Particulars	Compliance Status (Yes/NO/NA)	Observations/ Remarks by PCS*
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	None
7.	<u>Performance Evaluation:</u> 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	YES	None
8.	<u>Related Party Transactions:</u> - The listed entity has obtained prior approval of the Audit Committee for all Related Party Transactions - In case no prior approval is obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee	YES NA	None
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 thereunder	YES	Delay in submission of disclosure on Related Party Transactions under Regulation 23(9) of SEBI (LODR) Regulations, 2015. The Company has paid the fines levied by both the Stock Exchanges.



Sr.No	Particulars	Compliance Status (Yes/NO/NA)	Observations/ Remarks by PCS*
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	None
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	Fine of Rs. 5,900/- each (including GST) was levied by BSE Limited and NSE for delay in submission of disclosure under Regulation 23(9) of SEBI (LODR) Regulations, 2015. The Company has paid the fines levied
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/ guidance note, etc.	No	No additional 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	Compliance 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	None
	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	None
	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	None
2.	Other conditions relating to the resignation of a statutory auditor		
	I. Reporting of concerns by the 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 for the quarterly Audit Committee meetings	NA	None
	b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents, have 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 of the details of information/explanation sought and not provided by the management, as applicable.	NA	None

Sr.No	Particulars	Compliance Status (Yes/ No/NA)	Observations / Remarks by PCS*
	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. 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.	NA NA	None None
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 18 th October, 2019.	NA	None

Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. my responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the Listing Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For MANJULA ALETI & ASSOCIATES
Company Secretary in Practice

CS Manjula Aleti
FCS:10380, COP:13279
(UDIN: F010380H000451557)
Peer Review Certificate No.: 6702/2025

Place: Hyderabad

Date : 23 May 2026

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

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings, and outgo required to be disclosed under Section 134 of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014, is provided hereunder:

(A) Conservation of Energy:

- (i) the steps taken or the impact on the conservation of energy : Energy conservation continues to receive priority attention at all levels. All efforts are made to conserve and optimize the use of energy.
- (ii) the steps taken by the company for utilizing alternate sources of energy : with continuous monitoring, improvement in maintenance and distribution systems, and through improved operational techniques.
- (iii) the capital investment on energy conservation equipments : NIL

(B) Technology Absorption:

- (i) the efforts made towards technology absorption; : Updation of Technology is a Continuous process, absorption implemented and adapted by the Company for innovation. Efforts are continuously made to develop new products required in the Engineering Industry & in the Oil and Gas Industry.
- (ii) the benefits derived like product improvement, cost reduction, product development, or import substitution; : The Company has been able to successfully indigenize the toolings to a large extent and has successfully developed new products by virtue of technology absorption, adaptation, and innovation.
- (iii) in case of imported technology (imported during the last three years, reckoned from the beginning of the financial year) : Not applicable, since 5 years period is over
 - (a) the details of the technology imported;
 - (b) the year of import;
 - (c) whether the technology has been fully absorbed;
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;
- (iv) the expenditure incurred on Research and Development : No expenditure has been incurred on Research and Development during the current Financial Year.

(C) Foreign Exchange Earnings and Outgo

(₹ In Lakhs)

Particulars	2026	2025
Earnings	0.23	483.54
Outgo	16.98	1703.84

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

1. Brief outline on CSR Policy of the Company:

All CSR Projects are undertaken keeping in mind the CSR policy of the Company and in alignment with the permissible activities under the Companies Act, 2013 and Rules framed under Section 135 of the said Act.

Composition of CSR Committee:

Sl.No.	Name of the Director	Designation/ Nature of Directorship	Number of meetings of CSR held during the year	Number of meetings of CSR attended during the year
1.	Mr. Moturu Sivaram Prasad	Chairman	1	1
2.	Mr. Tatineni Yoganand	Member	1	1
3.	Mr. Sunil Tandon	Member	1	1

3. Provide the web-link where the Composition of CSR Committee, CSR Policy, and CSR projects approved by the board are disclosed on the website of the company:- https://www.octlindia.com/csr_policy.html
4. Provide the executive summary along with the weblink(s) of the Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable.
–Not Applicable
5. (a) Average net profit of the company as per Section 135(5): **NIL**
 (b) Two percent of the average net profit of the Company as per section 135(5): **NIL**
 (c) Surplus arising out of the CSR Projects or Programs or Activities of the previous financial Years: **NIL**
 (d) Amount required to be set off for the financial year, if any: **NIL**
 (e) Total CSR Obligation for the Financial Year [b+c-d]: **NIL**
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **NIL**
 (b) Amount spent in Administrative Overheads.: **NIL**
 (c) Amount spent on Impact Assessment, if applicable.: **Not applicable**
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: **NIL**
 (e) CSR amount spent or unspent for the Financial Year : **NIL**



Total Amount spent for the financial year(in Lakhs)	Amount unspent				
	Total amount transferred to unspent CSR account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the fund	Amount	Date of transfer
NIL	NA		NA		

(f) Excess amount for set-off, if any:

S.No	Particulars	(Amount in Lakhs)
i.	Two percent of average net profit of the company as per section 135(5)	NIL
ii.	Total amount spent for the Financial Year	NIL
iii.	Excess amount spent for the financial year [(ii)-(i)]	NA
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
v.	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

7. Details of unspent Corporate Social Responsibility amount for the preceding three financial years:

S.No	Preceding financial year	Amount transferred to unspent CSR Account under Section 135(6)	Balance Amount in unspent CSR Account under Section 135(6)	Amount spent in the reporting financial year	Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5), if any		Amount remaining to be spent in succeeding financial years	Deficiency if any
					Amount	Amount		
NIL								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial years - **NIL**

If yes, enter the number of Capital assets created/ acquired: **Not applicable**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **Not Applicable**

ANNEXURE - D

Sl.No	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registered Number, if any applicable	Name	Registered address
Not Applicable							

9. Specify the reason(s), if the company has failed to spend two percent of the net profit as per section 135(5): Not applicable

For and on behalf of the Board of Directors

Date : 18 June 2026

Place: Hyderabad

K.Suryanarayana

Chairman & Managing Director

DIN: 00078950

Moturu Siva Ram Prasad

Chairman-CSR Committee

DIN: 00227705

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in the sub section.

(1) of Section 188 of the Companies Act, 2013, including certain arm's length transactions under the third proviso thereto.

1. There are no contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013, which are not at arms' length basis.

-NIL-

2. Contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013, which are at arm's length basis, are as follows:

SI No	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ Arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value if any	Date(s) of approval by the Board if any	Amount paid as advances if any	Justification for entering into contracts
1	K S N Trust (Mr. K Suryanarayan, Chairman and Managing Director of the Company, is also a Trustee of the KSN Trust)	Rent & Maintenance	From 01 st April, 2025 till 31 st March, 2026	93.59 Lakhs	8 th May, 2025	Nil	The lease arrangement was entered into in the ordinary course of business to facilitate the Company's operations and administrative requirements. The transaction is in the best interest of the Company and is on terms comparable to those prevailing for similar properties.

For and on behalf of the Board of Directors

Date : 18 June 2026

Place: Hyderabad

K. Suryanarayana
Chairman & Managing Director
DIN: 00078950

Tatineni Yoganand
Director
DIN: 07593253

The information required pursuant to Section 197 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.

- 1) Details of percentage increase in the remuneration paid to Key Managerial Personnel (KMP) and the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

S.No	Name	Designation	Remuneration Paid during FY 2025-26 (Rs. In Lakhs)	Remuneration paid during FY 2024-25 (Rs. In Lakhs)	Increase in (%)	Ratio of the remuneration of each director to the median remuneration of the employees of the company
1	Mr. K. Suryanarayana	Executive Chairman and Managing Director from 12.08.2024	95.31	88.12	8.15	27.84
2	Mr. Sudhir Kumar Pola	CS (KMP) (Resigned on 08.05.2025)	2.41	18.66	Nil	NA
3	Mr. J Ramamuni Reddy	CFO (KMP)(Re-designation 06.08.2025)	4.19	11.62	NA	NA
4	Mr. Lal Bahadur Shastri	CFO (KMP) – (Appointment as on 07.08.2025)	17.23	NA	NA	NA
5	Mr. Vaibhav Suryakant Suryawanshi	CS (KMP) (Appointment on 07.08.2025)	5.89	NA	NA	NA

- 2) The percentage increase in the median remuneration of employees in the financial year: **8.18%**

PARTICULARS OF EMPLOYEES:

As required under the provisions of the Companies Act, 2013, and Rule 5(2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are no employees falling under the category, accordingly no information has been provided.



THE NUMBER OF PERMANENT EMPLOYEES IN THE ROLLS OF THE COMPANY: There are 187 permanent employees on the rolls of the Company.

AVERAGE PERCENTILES INCREASE ALREADY MADE IN THE SALARIES OF EMPLOYEES OTHER THAN THE MANAGERIAL PERSONNEL IN THE LAST FINANCIAL YEAR AND ITS COMPARISON WITH THE PERCENTILE INCREASE IN THE MANAGERIAL REMUNERATION AND JUSTIFICATION THEREOF AND POINT OUT IF THERE ARE ANY EXCEPTIONAL CIRCUMSTANCES FOR INCREASE IN THE MANAGERIAL REMUNERATION:

The average increase in remuneration of the Employees made during the year is 8.15. The Increase in remuneration of Managerial personal in the current year is basis the efforts that were made by management to get the Company out of the clutches of CIRP, and the current salary matches the industrial standards based on experience and qualifications.

The Remuneration paid to the Board of Directors and Key Managerial Personnel is as per the Remuneration policy of the Company.

For and on behalf of the Board of Directors

Date : 18 June 2026

Place: Hyderabad

K. Suryanarayana

Chairman & Managing Director

DIN: 00078950

Tatineni Yoganand

Director

DIN: 07593253



a) Industry Structure and Developments, Opportunities and Threats, Performance, Outlook, Risks and Concerns:

All the Indian OCTG pipe manufacturers are benefited and protected by the government of India by instructing PSU's procurement through the domestic route, following the Make In India (MII) policy, implemented through DPIIT

Your company needs to compete with the industry peers for the OCTG pipe product portfolio, for Kelly's and Heavy Weight Drill pipes, OCTL is the sole manufacturer.

The company competed in the tenders of ONGC, OIL, and other customers and was successful in bidding and secured orders worth Rs. 155.51 cr. during FY 25-26.

Company is undertaking strategic steps towards re-establishing its Engineering Division, with a focused emphasis on capturing opportunities within the aerospace and defense sectors. During the period, the Engineering Division's plant and machinery commenced operations, with additional machines inducted into the existing facility and technical personnel recruited to strengthen operational capability. The Division also successfully completed its AS-9100D audit.

In the defense segment, the Company is exploring an opportunity with the Defence Research and Development Organisation (DRDO) to be engaged as a Development-cum-Production Partner (DCPP) for manufacturing of rocket motor casings. The Company has further participated in tenders floated by Defence Public Sector Undertakings (DPSUs), and with the requisite team now in place, has secured select orders which are currently under execution.

Within the aerospace sector, the Company continues to strengthen its team through the recruitment of senior industry talent and is engaged in ongoing discussions with various aerospace companies for vendor registration. With AS-9100D certification underway and a strengthened senior leadership team in place, the Company is taking deliberate strategic measures to position itself as a preferred vendor to Tier-2 and Tier-1 aerospace players.

Amid global geopolitical shocks and volatile energy prices, accelerating domestic output is the cornerstone of India's long term energy security. In accordance, the Government of India has set a target to increase domestic crude oil production to 35 million metric tons (MMT) by 2030, up from the current 29 MMT, as part of an aggressive strategic thrust to counter global price volatility and reduce import dependence. (Source: sambadenglish.com) Driven by rising industrialisation and a rapidly growing economy, India currently imports approximately 87% of its crude oil and 47% of its natural gas. To bridge this gap, the government has launched substantial structural, regulatory, and financial reforms to transform the domestic upstream exploration and production (E&P) ecosystem.

Government of India vision of domestic enhancement of oil and gas production will be possible through scaling up the exploration activities exponentially by both public and private companies leading to higher demand for the OCTG production in the coming years. The company is participating in global tenders for exporting drilling products.

PROSPECTS:

The company is participating in new tenders floated by ONGC and OIL and global tenders for the FY 2026-27. The company expects the tenders to open during June-July '26 and finalization of the tenders during August-September '26. These tenders are relevant to our product portfolio – Drill Pipes, Heavy Weight Drill Pipes, Drill Collars, and other related products.



The Government of India's 'Make in India' Policy permits Domestic Manufacturers only to participate in the Tenders for premium connections. There are certain specialised premium connections for which the Company holds the licenses, and an integrated facility makes OCTL cost-competitive in securing the orders.

In addition to this, the Government of India, Ministry of Steel, had amended the Steel Policy with a condition of minimum 50% Value Addition criteria, replacing the "Melt & Pour" condition.

The company focuses on sectors of Defense, Aerospace, Turbo Machinery, and Critical Engineering Machining Components. This shall diversify the revenue mix from a single industry-focused sector to multi-industrial sectors to bring steady growth and stability in the company's revenues in the future.

Your company operates in core sectors and has big opportunities for growth in next coming years.

The ongoing conflict in West Asia has created a visible impact across the Indian industry, cascading the delay of order inflows with escalation in input cost, fuel cost, and logistics.

Internal Control Systems and Their Adequacy:

Management has put in place effective Internal Control Systems to provide reasonable assurance for:

- Safeguarding Assets and their usage.
- Maintenance of Proper Accounting Records and
- Adequacy and Reliability of the information used for carrying on Business Operations.

Key elements of the Internal Control Systems are as follows:

- (i) Existence of Authority Manuals and periodical updating of the same for all Functions.
- (ii) Existence of clearly defined organizational structure and authority.
- (iii) Existence of corporate policies for Financial Reporting and Accounting.
- (iv) Existence of Management information system updated from time to time as may be required.
- (v) Existence of Annual Budgets and Long Term Business Plans.
- (vi) Existence of Internal Audit System.
- (vii) Periodical review of opportunities and risk factors depending on the Global / Domestic Scenario, and to undertake measures as may be necessary.
- (viii) The Company has appointed an Independent Auditor to ensure compliance and effectiveness of the Internal Control Systems in place.



The Audit Committee is regularly reviews the Internal Audit Reports for the auditing carried out in all the key areas of the operations. Additionally, the Audit Committee approves all the audit plans and reports for significant issues raised by the Internal and External Auditors. Regular reports on the business development, future plans, and projections are given to the Board of Directors. Internal Audit Reports are regularly circulated for perusal of Senior Management for appropriate action as required.

Normal foreseeable risks of the Company's assets are adequately covered by comprehensive insurance. Risk assessments, inspections, and safety audits are carried out periodically.

b) Financial and Operational Performance:

The Highlights of Financial Operational Performance are given below:

(₹ In Lakhs)

S. No.	Particulars	2025-26	2024-25
1	Sales/income from operations	7,009.41	12290.31
2	Other Income	171.71	286.45
3	Sub-total	7,181.12	12576.76
4	Total Expenditure (Before interest)	13,509.14	14,935.43
5	Profit/(Loss) Before Interest, Tax and Exceptional Items	-6,328.02	-2,358.67
6	Operating Margin %	-	-
7	Profit/(Loss) After Tax and Exceptional Items	(6,435.54)	(2910.07)
8	Return on Average Capital Employed %	(0.21)	(0.07)
9	Current Ratio (Current Assets / Current Liabilities)	3.67	2.08

c) Material Developments in Human Resources Development and Industrial Relations:

The Company has constituted an Internal Complaint Committee (ICC) in pursuant to the provisions of Companies Act, 2013 for prevention, prohibition and redressal of complaints / grievances on the sexual harassment of women at work places, Industrial Relations.

The number of female, male, and transgender employees, respectively, as on the close of the financial year 2025-26 are:

Male Employees	:	182
Female Employees	:	5
Transgender Employees	:	NIL



- d) Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including: : The following key financial ratio(s) have undergone a variation of 25% or more as compared to the immediately preceding financial year due to the increase in the loss incurred during the year has resulted in the variation.

Ratios	31-03-2026	31-03-2025	% Variance
Current Ratio *	3.67	2.08	43.32%
Debt-Equity Ratio *	0.13	0.19	(46.15%)
Debt Service Coverage Ratio *	0.73	5.74	(686.30%)
Return on Equity Ratio *	-0.31	-0.14	54.84%
Inventory turnover ratio *	0.54	0.86	(59.26%)
Trade Receivables turnover*	4.43	12.77	(188.26%)
Trade payables turnover ratio*	18.25	9.14	49.92%
Net Capital turnover ratio*	1.59	3.77	(137.11%)
Net profit ratio*	-0.92	-0.24	73.91%
Return on Capital employed *	-0.21	-0.07	66.67%

- e) Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof : The increase in the loss incurred during the year has resulted in a decrease in the return on net worth.

Ratios	31-03-2026	31-03-2025	% Variance
Return on Networkth	-0.31	-0.14	54.84%

f) Cautionary Statement:

Statements in the Management Discussion and Analysis and Directors Report describing the Company's strengths, strategies, projections and estimates, are forward-looking statements and progressive within the meaning of applicable laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors. Readers are cautioned not to place undue reliance on the forward looking statements.

For and on behalf of the Board of Directors

Place: Hyderabad
Date : 18 June 2026

K. Suryanarayana
Chairman & Managing Director
DIN: 00078950

Tatineni Yoganand
Director
DIN: 07593253

REPORT ON CORPORATE GOVERNANCE

In accordance with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, your Company is complying with the guidelines. The report for current year is as follows:

1) COMPANY'S PHILOSOPHY:

The Company's policies, practices and philosophy adopted since inception are in line with Corporate Governance. These policies, practices are required periodically to ensure its effective compliance. The composition of Board of Directors is well balanced with a view to manage the affairs of the Company efficiently and professionally. The Company's philosophy is to produce Oil Country Tubular Goods (Casing, Tubing etc.) and other Drilling Products of high quality conforming to the International Standards and provide satisfaction to all stakeholders including customers, shareholders and employees.

2) BOARD OF DIRECTORS

The Board of Directors of the Company has an optimum combination of Executive, Non- Executive & Independent Directors and Non-Executive – Non Independent Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization. The Board of the Company comprises Nine Directors that includes one Women Director.

(i) Composition and Category of Directors as of March 31, 2026 is as follows:

Mr. K. Suryanarayana	Chairman and Managing Director
Mr. Sunil Tandon	Independent Director
Mrs.Uma Kumari Kamalapuri	Independent Women Director
Mr. Moturu Siva Ram Prasad	Independent Director
Mr. Tatineni Yoganand	Independent Director
Mr. Venkatesh Vasant Rao Parlikar	Independent Director
Mrs. Shri Puja Kamineni	Non - Executive Non - Independent Director (From 11.06.2025)
Mr. Paruchuri Dheeraj Chowdary	Non - Executive Non - Independent Director (From 11.06.2025)
Mr. Shashidhar Kamineni	Non - Executive Non - Independent Director (From 07.08.2025)

ii) Number of Board Meetings held, dates on which held:

The Board of Directors duly met 5 times during the year. The dates on which the meetings were held are as follows: 8th May 2025, 11th June, 2025, 7th August, 2025, 30th October, 2025 and on 12th February, 2026.



iii) Attendance of each Director at the Board Meetings and the last AGM held on 10.09.2025.

Name of the Director	No. of Board Meetings Attended	Last AGM attendance(Yes / No)
Mr. K. Suryanarayana	5	Yes
Mr. Sunil Tandon	5	Yes
Mrs.Uma Kumari Kamalapuri	5	Yes
Mr. Tatineni Yoganand	5	Yes
Mr. Moturu Sivaram Prasad	5	Yes
Mr. Venkatesh Vasant Rao Parlikar	5	Yes
Mrs. Shri Puja Kamineni	3	Yes
Mr. Paruchuri Dheeraj Chowdary	3	Yes
Mr. Shashidhar Kamineni	2	Yes

iv) Particulars of Directorships of other Companies

OTHER DIRECTORSHIPS AS OF MARCH 31, 2026

Name of the Director and Designation	Name of the Company	Position
1. Mr. K. Suryanarayana Chairman & Managing Director	1. United Steel Allied Industries Private Limited 2. Kamineni Infrastructure Pvt. Ltd.	Director Director
2. Mr. Sunil Tandon Independent Director	1. Skarma Consultancy Private Limited 2. IRB Infrastructure Private Limited 3. Quest Tradeserve Private Limited 4. Forum for Sports and Freedom of Expression 5. Gemcare Hospitals Private Limited 6. Sabarmati HSR Hub Private Limited	Director Director Director Director Director Director
3. Mr. Tatineni Yoganand Independent Director	NIL	NIL
4. Mrs.Uma Kumar Kamalapuri Independent Woman Director	1. Unijolly Investments Company Limited	Director



Name of the Director and Designation	Name of the Company	Position
5. Mr. Moturu Sivaram Prasad Independent Director	1. Proman Consultants Private Limited 2. Raju & Prasad Chartered Accountants	Director Partner
6. Mr. Venkatesh Vasant Rao Parlikar Independent Director	NIL	NIL
7. Mrs. Shri Puja Kamineni Non-Executive Director (From 11.06.2025)	1. Kamineni Health Services Private Limited 2. Aquatica Frozen Foods Global Private Limited	NIL
8. Mr. Paruchuri Dheeraj Chowdary Non-Executive Director (From 11.06.2025)	1. Genau Engineering Private Limited 2. Tron Food Private Limited 3. Skanda Motors LLP 4. Varaha Motors LLP	Director Director Designated Partner Designated Partner
9. Mr. Shashidhar Kamineni Non-Executive Director (From 07.08.2025)	1. United Steel Allied Industries Private Limited 2. Kamineni Infrastructure Private Limited 3. Kamineni Health Care Private Limited 4. Kamineni Hospitals Private Ltd 5. Kamineni Oncology Centre Private Limited 6. Amrutahastha Medical Services Private Limited 7. Sthirata Developers LLP 8. Indiradevi Health Centre Private Limited	Director Director Director Managing Director Director Director Designated Partner Additional Director



v) Disclosure of relationships between directors inter-se:

S.No	Name of the Director	Relationship With other Directors
1	Mr. K. Suryanarayana	Father of Mr. Shashidhar Kamineni Non-Executive Director
2	Mr. Shashidhar Kamineni	Son of Mr. K. Suryanarayana (DIN: 00078950) Chairman and Managing Director of the Company
3	Mr. Sunil Tandon	None
4	Mrs.Uma Kumari Kamalapuri	None
5	Mr.Moturu Siva Ram Prasad	None
6	Mr.Tatineni Yoganand	None
7	Mr.Venkatesh Vasant Rao Parlikar	None
8	Mrs. Shri Puja Kamineni	Grand Daughter of Mr. K. Suryanarayana (DIN: 00078950) Chairman and Managing Director of the Company
9	Mr. Paruchuri Dheeraj Chowdary	Spouse of Grand Daughter of Mr. K. Suryanarayana (DIN: 00078950) Chairman and Managing Director of the Company

vi) Number of shares and convertible instruments held by Non- Executive Directors;

Name of Director	Designation	No. of Equity Shares held (of ₹ 10/- each)
Mr. Sunil Tandon	Independent Director	Nil
Mrs.Uma Kumari Kamalapuri	Independent Director	Nil
Mr. Moturu Siva Ram Prasad	Independent Director	Nil
Mr. Tatineni Yoganand	Independent Director	Nil
Mr. Venkatesh Vasant Rao Parlikar	Independent Director	Nil
Mrs. Shri Puja Kamineni	Non-Executive Non-Independent Director	4,99,000
Mr. Paruchuri Dheeraj Chowdary	Non-Executive Non-Independent Director	Nil
Mr. Shashidhar Kamineni	Non-Executive Non-Independent Director	Nil



vii) Independent Directors:

The Company has complied with the definition of Independent as per Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and according to the Provisions of section 149(6) Companies Act, 2013. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

viii) Familiarisation programmes / Training of Independent Directors:

Whenever new Non-executive and Independent Directors are inducted into the Board, they are introduced to our Company's culture through an appropriate orientation session, and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks, and management strategy.

The appointment letters of Independent Directors have been placed on the Company's website at www.octlindia.com under [investors/ policy documents / independent directors' letters link](#).

ix) Performance Evaluation of non-executive and Independent Directors:

The Board evaluates the performance of Non-executive and Independent Directors every year. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, industry, and administration. Their presence on the Board is advantageous and fruitful in making business decisions.

x) Skills / Expertise / Competencies of the Board of Directors:

The following is the list of core skills/expertise/competencies identified by the Board of Directors that are required in the context of the Company's business, and that the said skills are available with the Board Members:

- Knowledge of the Company's business policies and culture (including the Mission, Vision, and Values), major risks/ threats, and potential opportunities, and knowledge of the industry in which the Company operates.
- Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
- Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making
- Financial and Management skills, Risk assessment and mitigation, troubleshooting, etc.
- Technical / Professional skills and specialized knowledge in relation to the Company's business.



List of skills/ competencies required in Names of Directors having such relation to business operations	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
	Mr. Sunil Tandon	Mrs. Uma Kumari Kamalapuri	Mr. Moturu Siva Ram Prasad	Mr. Tatineni Yoganand	Mr. Venkatesh Vasant Rao Parlikar	Mrs. Shri Puja Kamineni	Mr. Paruchuri Dheeraj Chowdary	Mr. Shashidhar Kamineni
Finance, Law, Management, Administration	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Industry/Sector Knowledge	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Corporate Governance, Strategic Management	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
International Marketing and Sales	Yes	No	No	No	Yes	No	Yes	Yes

xi) Separate Meeting of the Independent Directors:

The Independent Directors held a Meeting on 12th February, 2026, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. The following issues were discussed in detail:

- Reviewed the performance of non-independent directors and the Board as a whole;
- Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- Assessed the quality, quantity, and timeliness of the flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

3) AUDIT COMMITTEE:

- Brief Terms of reference :**

The Audit Committee reviews the audit reports submitted by the Internal Auditors and Statutory Auditors, financial results, effectiveness of internal audit processes and the Company's risk management strategy. It reviews the Company's established systems and the Committee is governed by a Charter which is in line with the regulatory requirements as per Section 177 of the Companies Act, 2013 and Part C of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

- Composition:**

The Audit Committee of the Company consists of 3 (three) Independent Directors. The Chairman of the Audit Committee is an Independent Director and financially literate, and all of them have accounting or related financial management experience. Representative of Statutory Auditor is a permanent invitee. The Company Secretary acts as Secretary to the Committee.

- No. of Meetings held during the year:**

During the year, the Committee had 4 Meetings i.e., on 8th May 2025, 07th August 2025, 30th October 2025, and 12th February, 2026.

- Composition, name of Members and attendance during the year**

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
Mr. Sunil Tandon	Chairman	4	4
Mr. Moturu Sivaram Prasad	Member	4	4
Mr. Tatineni Yoganand	Member	4	4

4) NOMINATION AND REMUNERATION COMMITTEE:

- Terms of reference:**

This Committee shall identify the persons who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal, and also shall carry out an evaluation of every director's performance. The Committee shall also formulate the criteria for determining qualifications, positive attributes, independent of the Directors, and recommend to the Board a Policy relating to the remuneration for the Directors, Key Managerial Personnel, and other employees. The terms of reference of the Nomination and Remuneration Committee cover the areas mentioned under Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, as well as section 178 of the Companies Act, 2013.



- **Composition:**

The Nomination and Remuneration Committee of the Company consists of 3 (Three) Independent Directors. The Chairman of the Nomination and Remuneration Committee is Independent Director and others are members.

- **No. of Meetings held during the year:**

During the year the Committee had 2 Meetings i.e., on 11th June 2025 and 07th August 2025.

- **Composition, Name of Members**

Sl.No.	Name of the Director	Designation/ Nature of Directorship	Number of meetings entitled to attend during the year	Number of meetings attended during the year
1.	Mr. Tatineni Yoganand	Chairman	2	2
2.	Mrs.Uma Kumari Kamalapuri	Member	2	2
3.	Mr. Sunil Tandon	Member	2	2

5) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR) :

- **Terms of reference:**

The Committee formulate and recommend to the Board, a CSR Policy and recommend the amount of expenditure to be incurred on CSR activities. Institute a transparent monitoring mechanism for implementation of CSR projects or programs or activities undertaken by the Company and also monitor CSR policy from time to time.

- **Composition:**

The CSR Committee of the Company consists of three Independent Directors. The Chairman of the Corporate Social Responsibility Committee is Independent Director and others are members.

- **No. of Meetings held during the year:**

During the year the Committee had one meeting i.e. 12th February, 2026.



• **Composition, name of Members and attendance during the year:**

Sl.No.	Name of the Director	Designation/ Nature of Directorship	Number of meetings entitled to attend during the year	Number of meetings attended during the year
1.	Mr. Moturu Siva Ram Prasad	Chairman	1	1
2.	Mr. Tatineni Yoganand	Member	1	1
3.	Mr. Sunil Tandon	Member	1	1

6. STAKEHOLDERS RELATIONSHIP COMMITTEE:

• **Terms of reference:**

The Committee focuses primarily on monitoring expeditious redressal of investors / stakeholders grievances and also functions in an efficient manner that all issues / concerns stakeholders are addressed resolved promptly.

• **Composition of the Committee:**

The Committee consists of Three Independent Directors. The Chairman of the Stakeholders Relationship Committee is Independent Director and others are members.

Mrs. Uma Kumari Kamalapuri	-	Chairman
Mr. Tatineni Yoganand	-	Member
Mr. Sunil Tandon	-	Member

• **No. of meetings held and attendance during the year:**

During the year the one Stakeholders Relationship Committee Meetings were held i.e., on 12th February, 2026. The attendance of the Members at the meeting was as under:

Sl.No.	Name of the Director	Designation/ Nature of Directorship	Number of meetings entitled to attend during the year	Number of meetings attended during the year
1.	Mrs. Uma Kumari Kamalapuri	Chairman	1	1
2.	Mr. Tatineni Yoganand	Member	1	1
3.	Mr. Sunil Tandon	Member	1	1

SENIOR MANAGEMENT:

Mr. Sudhir Kumar Pola - Company Secretary and Compliance Officer – Resigned (Up to 08.05.2025).

Mr. Vaibhav Suryakant Suryawanshi - Company Secretary and Compliance Officer (From 07-08-2025)



7. REMUNERATION OF DIRECTORS

- All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity;
The Company has no pecuniary relationship or transaction with its Non-Executive Directors including Independent Directors who are entitled to payment of sitting fee for the Board meetings attended by them.
- Criteria of making payments to non-executive directors. Alternatively, this may be disseminated on the listed entity's website and reference drawn there to in the annual report;
The criteria of making payments to the Independent Directors are disclosed in the Policy and the same is available on www.octlindia.com.
- Disclosures with respect to remuneration: in addition to disclosures required under the Companies Act, 2013, the following disclosures shall be made:

Remuneration paid to Executive Directors for the year 2025-26

(Amount in ₹)

Particulars	Mr. K. Suryanarayana	Total
Salary, Allowances & Perquisites	95,30,769	95,30,769
Benefits	-	-
Commission	-	-
Sitting Fees	-	-
Loans from the Company	-	-

Remuneration paid to Non-Executive Directors for the Year 2025-26

(Amount in ₹)

Sr. No.	Name of Director	Sitting Fees Paid
1	Mr. Sunil Tandon	2,36,000
2	Mr. Tatineni Yoganand	2,39,000
3	Mr. Moturu Siva Ram Prasad	2,25,000
4	Mrs. Uma Kumari Kamalapur	2,12,000
5	Mr. Venkatesh Vasant Rao Parlikar	1,96,000
6	Mrs. Shri Puja Kamineni	1,53,000
7	Mr. Paruchuri Dheeraj Chowdary	1,53,000
8	Mr. Shashidhar Kamineni	1,02,000



- ii. Details of fixed component and performance-linked incentives, along with the performance criteria: Not Applicable.
- iii. Service contracts, notice period, severance fees: The Company does not have any service contracts with the Directors of the Company.
- iv. Stock option details, if any, and whether issued at a discount, as well as the period over which accrued and over which exercisable: The Company has not granted any Stock options during the year.

8. GENERAL MEETINGS:

Location and time for the last three AGMs:

Year	Date of AGM held	Venue	Time	Special Resolution
2022-23	13-07-2023	Through Video Conferencing	11:00 A.M.	5
2023-24	30-09-2024	Through Video Conferencing	11:00 A.M.	5
2024-25	10-09-2025	Through Video Conferencing	11:00 A.M	1

9. MEANS OF COMMUNICATION:

a) QUARTERLY RESULTS:

Quarterly, Half-yearly and Annual Financial Results of the Company are communicated to the Stock Exchanges immediately after the same are considered by the Board

b) NEWSPAPERS WHEREIN RESULTS NORMALLY PUBLISHED:

The Company publishes its quarterly, half-yearly and annual results in the all India editions of Financial Express (Hyderabad & Mumbai) and Hyderabad edition of Nava Telangana.

c) ANY WEBSITE, WHERE DISPLAYED:

The results and official news releases of the Company are also made available on the Company's website i.e., www.octlindia.com.

d) WHETHER IT IS ALSO DISPLAYS OFFICIAL NEWS RELEASES: NA

e) PRESENTATIONS MADE TO INSTITUTIONAL INVESTORS OR TO THE ANALYSTS: NA



10. SEBI COMPLAINTS REDRESSAL SYSTEM (SCORES):

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

Shareholder's Services:

Sl.No.	Nature of Complaints	2025-2026		2024-2025	
		Received	Answered	Received	Answered
1	Non receipt of Shares lodged for Demat	NIL	NIL	NIL	NIL
2	Non-receipt of Dividend Warrants	NIL	NIL	NIL	NIL
3	Others	NIL	NIL	NIL	NIL

11. GENERAL SHAREHOLDER'S INFORMATION:

AGM date, time and venue	: Wednesday, the 12 th August, 2026 at 11.00 A.M. Through Video Conferencing/Other Audio Visual Means without the physical presence of a quorum.
Financial Year	: 1 st April 2025 to 31 st March 2026
Dividend Payment Date	: Not Applicable
Book Closure Date	: From Thursday, 6 th August, 2026 to Wednesday, 12 th August 2026 (both days inclusive)
Listing on Stock Exchanges	: A) BSE Ltd B) National Stock Exchange of India Ltd
Confirmation of Payment	: Annual Listing Fees for FY 2026-27 have been paid.
ISIN	: INE591A01010
Securities Suspended from trading	: NIL



12. UNCLAIMED DIVIDEND AMOUNTS:

All unclaimed dividend amounts were transferred to IEPF by 30th August 2021. Information in respect of equity shares transferred to Investor Education Protection Fund (IEPF) as on 31st March, 2026 – **NIL**

13. REGISTRAR AND TRANSFER AGENTS:

XL Softech Systems Limited is Registrar and Transfer Agent of the Company. Any request pertaining to investor relations may be addressed to the following address:

XL Softech Systems Limited,
K Kavita Sakuntala, Compliance Officer
3 Sagar Society, Road No. 2,
Banjara Hills,
Hyderabad - 500 034, Telangana, India
Phone No.040 - 23545913 / 23545914;
Email: xlfield@gmail.com.

Investor correspondence may also be addressed to:

Compliance Officer
Kamineni, 3rd Floor,
King Koti, Hyderabad - 500 001
Tel No.: 040-2478 5555
Email: demat@octlindia.com

14. SHARE TRANSFER SYSTEM:

The R&T agents process the share transfers received in physical form and the share certificates are returned within 15 days from the date of receipt, subject to the documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission etc. of the Company's securities to the Share Transfer Committee.



15. DISTRIBUTION OF SHARE HOLDINGS:

No. of Equity Shares Held	As on 31.03.2026				As on 31.03.2025			
	No. of share-holders	% of share-holders	No. of shares	% of share-holding	No. of share-holders	% of share-holders	No. of shares	% of share-holding
1-500	27412	91.31	2899293	5.58	26633	91.27	2951769	6.17
501-1000	1249	4.16	1004024	1.93	1235	4.23	997381	2.08
1001-2000	606	2.02	918770	1.77	590	2.02	905408	1.89
2001-3000	199	0.66	502950	0.97	203	0.70	512792	1.07
3001-4000	87	0.29	311194	0.60	94	0.32	340554	0.71
4001-5000	119	0.40	562054	1.08	96	0.33	454023	0.95
5001- 10000	166	0.55	1226546	2.36	153	0.52	1125680	2.35
10001 and above	182	0.61	44564699	85.72	177	0.61	40551923	84.77
Total	30020	100.00	51989530	100.00	29181	100.00	47839530	100.00

DEMATERIALIZATION OF SHARES AND LIQUIDITY

The Company has obtained electronic connectivity with NSDL & CDSL. The ISIN allotted to the Company is **INE591A01010**. As on 31.03.2026, 97.60% of the paid-up share Capital of the Company is in dematerialized form.

OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:

We have no GDRs/ADRs or any commercial instruments.

PLANT LOCATION: Sreepuram Narketpally Mandalam, Nalgonda Dist - 508254, Telangana, India

ADDRESS FOR CORRESPONDENCE: Kamineni, 3rd Floor, King Koti, Hyderabad - 500 001, Telangana, India

Tel.No : 040-24785555

RISK MANAGEMENT:

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.



COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company imports its major raw material and hence there is a commodity price risk and also a foreign exchange risk. The company imports in bulk quantities against spot prices or annual contracts with the suppliers, where the company gets the price advantage on the bulk/contract purchase. Since the company is also having exports the exchange risk is partly covered by natural hedge (by way of exports). The Company also carries hedging activities based on the market conditions on a case to case basis.

LIST OF ALL CREDIT RATINGS OBTAINED BY THE ENTITY ALONG WITH ANY REVISIONS THERETO DURING THE RELEVANT FINANCIAL YEAR, FOR ALL DEBT INSTRUMENTS OF SUCH ENTITY OR ANY FIXED DEPOSIT PROGRAMME OR ANY SCHEME OR PROPOSAL OF THE LISTED ENTITY INVOLVING MOBILIZATION OF FUNDS, WHETHER IN INDIA OR ABROAD: Not Applicable

16. OTHER DISCLOSURES

- a. The particulars of transactions between the Company and its related parties are set out at Notes to financial statements. There are no transactions that are likely to have any conflict with the Company's interest.
- b. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

REPORT ON CORPORATE GOVERNANCE



There were one penalty imposed, and passed on the Company by both the Stock Exchanges. Details are given below and there is no penalty imposed by SEBI or any other Statutory Authority during the year.

Sr.No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviati-ns	Action taken by	Type of Action	Details of Violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI (LODR) Regulations, 2015	Regulation 23(9)	Delay in submission of disclosure on Related Party Transactions (RPT)	BSE Limited and National Stock Exchange of India Limited	Fine levied	Delay of one day in submission of disclosure on Related Party Transactions (RPT)	Rs. 5900/- (incl. GST) – levied by both the Stock Exchanges	The Company has paid the fines levied by both the Stock Exchanges for the delay in submission	The Company has duly paid the fines imposed by both the Stock Exchanges.	--



- c. The Whistle Blower /(Vigil) mechanism provides a channel to the employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy and also provides for adequate safeguards against victimization of employees by giving them direct access to the Chairman of the Audit Committee in exceptional cases. No person has been denied access to the Chairman of the Audit Committee. The Policy covers malpractices and events which have taken place / suspected to have taken place, issue or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees. The Whistle Blower Policy of the Company is also posted on the website of the Company at <https://octlindia.com>
- d. The Company has complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The compliance with the discretionary requirements under Regulation 27(1) of SEBI Listing Regulations: NA
- e. The Company has formulated a policy pursuant to provisions of Chapter IV of SEBI Listing Regulations to determine material subsidiaries. The policy is posted on the website of the Company and the web link for the same is: <https://octlindia.com>. Further Company does not have any material subsidiaries.
- f. The Policy on Related Party Transactions is hosted in the website of the Company at the link: <https://octlindia.com>
- g. **Commodity price risk and Commodity hedging activities**
The Company imports its major raw material and hence there is a commodity price risk. The company imports in bulk quantities against spot prices or annual contracts with the suppliers where the company gets the price advantage on the bulk / contract purchase. The Company also carries hedging activities based on the market conditions on a case to case basis.
- h. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): Not Applicable
- i. A certificate from a company secretary in practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority has been enclosed as separately to this report.
- j. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year: There are no such instances during the year and the Board considered and accepted the recommendations of all the Committees.
- k. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part: Rs.7.74 Lakhs.
- l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The policy aims to provide protection to Employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where Employees feel secure. The Company has formed an internal compliance committee to monitor and address any complaints under these provisions.

During the year under review, no complaints were received.

- (a) Number of complaints of sexual harassment received in the year: Nil
- (b) Number of complaints disposed off during the year: Nil
- (c) Number of cases pending for more than ninety days: Nil

The Company has not received any complaints on sexual harassment during the year.

- m. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount': Not Applicable
 - n. Details of material subsidiaries of the Company including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries: Not Applicable
- 17.** There are no instances of non-compliance of any requirement of the Corporate Governance Report of sub-para (2) to (10) of the Part C of Schedule V to the Listing Regulations.
- 18.** The extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted: Nil
- 19.** The Company has complied with all the requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of Listing Regulations.

20. PREVENTION OF INSIDER TRADING:

As required under the SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has framed Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices and Policy for Procedure of Inquiry In Case of Leak of Unpublished Price Sensitive Information ("UPSI"). For details, please refer to the Company's website at <https://octlindia.com>.

**21. RECONCILIATION OF SHARE CAPITAL AUDIT FOR RECONCILIATION OF SHARE CAPITAL:**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSIL) and the total issued and paid-up capital. This audit is carried out every quarter and the report thereon is submitted to the stock exchanges and is placed before the board of directors of the Company. The audit, inter alia, confirms that the listed and paid-up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and the total number of shares in physical form.

22. CORPORATE IDENTITY NUMBER (CIN):

The Corporate Identity Number (CIN) of the company, allotted by the Ministry of Corporate Affairs, Government of India is L26932TG1985PLC005329.

23. CODE OF CONDUCT FOR THE BOARD & SENIOR MANAGEMENT PERSONNEL

The Company has laid down a Code of Conduct which has been effectively adopted by the Board Members and Senior Management Personnel of the Company.

24. COMPLIANCE CERTIFICATE FROM AUDITORS

Certificate from M/s. MANJULA ALETI & ASSOCIATES, Company Secretary in Practice, confirming compliance with the conditions of Corporate Governance as stipulated Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith.

25. CEO / CFO CERTIFICATION:

As required by Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the CEO/CFO Certification is provided in the Annual Report.

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

- (1) The listed entity shall disclose the following details in its annual report, as long as there are shares in the demat suspense account or unclaimed suspense account, as applicable :
- a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;
 - b) Number of shareholders who approached the listed entity for the transfer of shares from the suspense account during the year;
 - c) Number of shareholders to whom shares were transferred from the suspense account during the year;



- d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;
- e) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING ON THE COMPANY

The Company has no agreements that are binding in nature

26. GREEN INITIATIVE IN THE CORPORATE GOVERNANCE:

As part of the green initiative process, the company has taken an initiative of sending documents like notice calling Annual General Meeting, Corporate Governance Report, Directors Report, audited Financial Statements, Auditors Report, Dividend intimations etc., by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the company and for the bounced-mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent / concerned depository to enable the company to send the documents in electronic form in Future.

For and on behalf of the Board of Directors

Place: Hyderabad
Date : 18 June 2026

K. Suryanarayana	Tatineni Yoganand
Chairman & Managing Director	Director
DIN: 00078950	DIN: 07593253

DECLARATION ON CODE OF CONDUCT



Code of Conduct Declaration

As provided under Schedule -V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the financial year ended March 31, 2026.

Place: Hyderabad
Date : 18 June 2026

For and on behalf of the Board of Directors

K.Suryanarayana
Chairman and Managing Director
DIN:00078950

**MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER CERTIFICATE**

To,

Board of Directors,
Oil Country Tubular Limited,
Hyderabad.

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Oil Country Tubular Limited ("the Company"), to the best of our knowledge and belief, certify that:

- A. We have reviewed the audited financial results for the year ended March 31, 2026, and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the quarter which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
- (i) Significant changes, if any, in the internal control over financial reporting during the Quarter;
 - (ii) Significant changes, if any, in the accounting policies made during the Quarter and that the same has been disclosed in the notes to the Financial Results; and

if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board of Directors

Place: Hyderabad
Date : 21 May 2026

K. Suryanarayana
Chairman & Managing Director
DIN: 00078950DIN: 00078950

Ramamuni Reddy Jampanapalle
Chief Financial Officer

CERTIFICATE UNDER SCHEDULE V



The Members

OIL COUNTRY TUBULAR LIMITED

'KAMINENI', 3rd Floor

King Koti, Hyderabad,

TG 500001 IN

Sub : Certificate under Schedule V (C)(10)(i) of SEBI (Listing Obligations and Disclosure Requirements), 2015

I, Manjula Aleti, Proprietor of M/s. Manjula Aleti & Associates Practicing Company Secretary, have examined the records, books and papers of OIL COUNTRY TUBULAR LIMITED (CIN: L26932TG1985PLC005329) having its registered office at 'KAMINENI', 3rd Floor King Koti, Hyderabad, Telangana, India, 500001 (the Company) as required to be maintained under the Companies Act, 2013 SEBI (Listing Obligations and Disclosure Requirements), 2015 other applicable rules and regulations made there under for Financial year ending 31st March, 2026.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations and representation furnished to me by the Company, its officers and agents, I certify that none of the following Directors of the Company have been debarred or disqualified from being appointed or continuing as Director of Companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority as on 31st March, 2026.

S. No	Name of the Director	Designation	DIN No.
1	Shri. Kamineni Suryanarayana	Managing Director	00078950
2	Shri. Kamineni Shashidhar	Non-Executive Director	00332223
3	Shri. Sunil Tandon	Independent Director	00874257
4	Smt. Shri Puja Kamineni	Non-Executive Director	06818438
5	Shri. Paruchuri Dheeraj Chowdary	Non-Executive Director	09341915
6	Shri. Venkatesh Vasanthrao Parlikar	Independent Director	10715610
7	Shri. Sivaram Prasad Moturu	Independent Director	00227705
8	Shri. Yoganand Tatineni	Independent Director	07593253
9	Smt. Uma Kumari Kamalapuri	Independent Director	10671999

For MANJULA ALETI & ASSOCIATES
Company Secretary in Practice

Place: Hyderabad
Date : 18 June 2026

CS Manjula Aleti
FCS: 10380, COP: 13279
UDIN: F010380H000656014
Peer Review Certificate No.: 6702/2025

CERTIFICATE ON CORPORATE GOVERNANCE



Certificate of Practicing Company Secretary on Compliance with the Corporate Governance Requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members of
Oil Country Tubular Limited

We have examined the compliance of conditions of Corporate Governance by Oil Country Tubular Limited (CIN: L26932TG1985PLC005329) for the year ended March 31, 2026 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (collectively referred to as "SEBI Listing Regulations, 2015"), Pursuant to the Listing Agreement of the Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Company Secretaries of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For MANJULA ALETI & ASSOCIATES
Company Secretary in Practice

CS Manjula Aleti
FCS: 10380, COP: 13279
UDIN: F010380H000656014
Peer Review Certificate No.: 6702/2025

Place: Hyderabad
Date : 18 June 2026



INDEPENDENT AUDITOR'S REPORT

To
To the Members of
OIL COUNTRY TUBULAR LIMITED
Report on the Audit of Ind AS Financial Statements

Opinion

We have audited the Ind AS Financial Statements of **OIL COUNTRY TUBULAR LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and Notes to the Financial Statements, including a summary of Significant Accounting Policies and Other Explanatory Information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and the Accounting Principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its loss and Other Comprehensive Loss, Changes in Equity and its Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our Report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Information Other Than the Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information obtained at the date of this Auditors' Report comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report and Shareholder's Information but does not include the Ind AS Financial Statements and our Auditors' Report thereon. The Board's report including Management Discussion and Analysis report is expected to be made available to us after the date of this Auditors' Report.

Our opinion on the Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed we conclude that there is a material misstatement of this Other Information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS Financial Statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate Internal Financial Controls System in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of Accounting Policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditors' Report to the related disclosures in the Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditors' Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS Financial Statements, including the disclosures, and whether the Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act (hereinafter referred to the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure – 1, a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid said Ind AS Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the Directors as on March 31, 2026, and taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2026, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the Internal Financial Controls over Financial Reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure -2".

- g) With respect to the Other Matters to be included in the Auditors' Report in accordance with the requirements of Section 197(16) of the Act, as amended, we report that the remuneration paid by the Company to its directors during the year, in our opinion and to the best of our information and according to the explanations given to us, is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors), 2014, in our opinion and to the best of our information and according to the explanations given to us;
- i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements.
 - ii. In our opinion and as per the information and explanations provides to us, the Company has not entered into any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses during the year ended March 31, 2026;
 - iii. There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund as at the end of the financial year under review;
 - iv.
 - a. The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note.47.7 to the Notes to Ind AS Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b. The Management has represented, that, to the best of its knowledge and belief, as disclosed in the Note.47.8 to the Notes to Ind AS Financial Statements, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - c. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.



- v. The Company has neither declared nor paid any dividend during the year; and
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being not preserved or tampered with.

For C K S ASSOCIATES LLP
Chartered Accountants
(F.R.No. 007390S/S000218)

N.V.S. SRIKRISHNA
Partner

M.No. 025139

UDIN: 26025139FFGAWK4850

Place: Hyderabad

Date : 21 May 2026

TO THE INDEPENDENT AUDITORS' REPORT

(Referred to under Paragraph 1, Report on Other Legal and Regulatory Requirements,
of our Report of Even Date to the Shareholders of Oil Country Tubular Limited)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment,

(B) The Company is maintaining proper records showing full Particulars of Intangible Assets.
- (b) The Property, Plant and Equipment have been physically verified by the Management at reasonable intervals and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) The title deeds of all the Immovable Properties disclosed in the Financial Statement, are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use Asset) or Intangible Assets during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and Rules made thereunder.
- (ii) (a) Physical verification of inventory has been conducted at reasonable intervals by Management. In our opinion, the coverage and procedure of such verification by the Management is appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
- (b) The Company has not been sanctioned working capital limits in excess of five crore Rupees, in aggregate, from banks or financial institutions on the basis of security of current assets, during any point of time of the year and hence the matters to be reported under Sub Clause (ii) (b) of Clause 3 of the Order are not applicable.
- (iii) During the year the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or any other parties. Accordingly, the matters to be reported under Sub Clause (iii) (a) to (f) of Clause 3 of the Order are not applicable.
- (iv) According to the information and explanations furnished to us, there are no loans, investments, guarantees and security furnished by the Company, requiring compliance with the provisions of Sections 185 and 186 of the Companies Act, and hence the matters to be reported under Sub Clause (iv) of Clause 3 of the Order are not applicable.

- (v) According to the information and explanations furnished to us, the Company has not accepted any deposits or amounts which are deemed to be deposits, requiring compliance with the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies act and the Rules made thereunder and hence the matters to be reported under Sub Clause (v) of Clause 3 of the Order are not applicable.
- (vi) We have broadly reviewed the books of accounts and records maintained by the Company pursuant to the Rules made by the Central Government for maintenance of cost records under sub-section (1) of section 148 of the Companies Act, for the applicable products manufactured by the Company and are prima facie of the opinion that such accounts and records have been so made and maintained. However, we have not made a detailed examination of the same.
- (vii) (a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax Service-tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues to the appropriate authorities. According to the information explanations furnished to us and based on our examination of the records of the Company, there are no arrears of outstanding dues on the last day of the financial year concerned for a period of more than six months from the date they become payable.
- (b) According to the information and explanations furnished to us, the following statutory dues have not been deposited on account of disputes with various authorities:

₹ in Lakhs

Statute	Nature of Dues	Amount	Period to which the Dues relate	Forum where the dispute is pending	Remarks
CIT-Appeals, International Tax	Withholding of Taxes with respect to international transactions	202.12	A Y 2011-12 to 2014-15	CIT – Appeal, Hyderabad	Nil

- (viii) The Company has not surrendered or disclosed any transactions previously not recorded in the books of account, in the tax assessments under the income Tax Act, 1961 (43 of 1961), as income during the year and hence the matters to be reported under Sub Clause (viii) of Clause 3 of the Order are not applicable.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared a wilful defaulter by any bank or financial institution or other lender.
- (c) The Company did not have any term loans outstanding during the year and hence the matters to be reported under Sub Clause (ix) (c) of Clause 3 of the Order are not applicable.

- (d) The Company has not raised any funds on short term basis and hence the matters to be reported under Sub Clause (ix) (d) of Clause 3 of the Order are not applicable.
- (e) According to the information and explanations furnished to us and overall examination of the Financial Statements of the Company, it has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence the matters to be reported under Sub Clause (ix) (f) of Clause 3 of the Order are not applicable.
- (x) (a) According to the information and explanations furnished to us by the Management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year and hence the matters to be reported under Sub Clause (x) (a) of Clause 3 of the Order are not applicable.
- (b) According to the information and explanations furnished to us by the Management, in respect of preferential allotment made by the Company during the year, the requirements of section 42 and section 62 of the companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which they have been raised.
- (xi) (a) No fraud by the company or any fraud on the company have been noticed or reported during the year.
- (b) During the year no report under sub-section (12) of section of Section 143 of the Companies Act has been filed by the Auditors in Form ADT- 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules,2014 with the Central Government.
- (c) We have taken into consideration the whistle-blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) The Company is not a Nidhi Company and hence the matters to be reported under Sub Clause (xii) of Clause 3 of the Order are not applicable.
- (xiii) According to the information and explanations furnished to us by the Management, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the Notes to Financial Statements, as required by the applicable Accounting Standards.
- (xiv) (a) The company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of Internal Auditors, issued till the date of our audit report, for the period under audit, were considered by us.



- (xv) (a) According to the information and explanations furnished to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company.
- (b) The Company has not conducted any Non-banking Financial or Housing Finance activities and hence the matters to be reported under Sub Clause (xvi) (b) of Clause 3 of the Order are not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and hence the matters to be reported under Sub Clause (xvi) (c) of Clause 3 of the Order are not applicable to the Company.
- (d) There is no Core Investment Company, as part of the Group, and hence the matters to be reported under Sub Clause (xvi) (d) of Clause 3 of the Order are not applicable to the Company.
- (xvi) The Company has not incurred cash losses in the Financial Year and in the immediately preceding Financial Year.
- (xvii) There has been no resignation of the Statutory Auditors during the year and hence the matters to be reported under Sub Clause (xviii) of Clause 3 of the Order are not applicable to the Company.
- (xviii) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, Other Information accompanying the Financial Statements, our knowledge of the Board of Directors and the Management Plans and based on our examination of the supporting assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the Audit Report that company is capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due, within a period of one year from the Balance Sheet date.
- (xix) According to the information and explanations given to us, the provisions of section 135 of the Companies Act, 2013 does not apply to the Company.

For C K S ASSOCIATES LLP
Chartered Accountants
(F.R.No. 007390S/S000218)

N.V.S. SRIKRISHNA
Partner

Place: Hyderabad
Date : 21 May 2026

M.No. 025139
UDIN: 26025139FFGAWK4850

TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of
Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act"):

We have audited the Internal Financial Controls over Financial Reporting of **OIL COUNTRY TUBULAR LIMITED** ("the Company") as of March 31, 2026 in conjunction with our audit of the Ind AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining Internal Financial Controls based on the Internal Control over Financial Reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditors' judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's Internal Financial Control over Financial Reporting includes those policies and procedures that

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For C K S ASSOCIATES LLP
Chartered Accountants
(F.R.No. 007390S/S000218)

N.V.S. SRIKRISHNA
Partner

Place: Hyderabad
Date : 21 May 2026

M.No. 025139
UDIN: 26025139FFGAWK4850

BALANCE SHEET



OIL COUNTRY TUBULAR LIMITED BALANCE SHEET AS AT MARCH 31, 2026

(₹ in Lakhs)

PARTICULARS		Note No.	As at 31.03.2026	As at 31.03.2025
			Audited	Audited
I. ASSETS				
1. NON CURRENT ASSETS				
a. Property, Plant and Equipment	1		24,202.32	30,653.00
b. Capital Work in Progress	2		74.00	-
c. Intangible Assets	3		17.27	10.44
d. Financial Assets				
- Other Financial Assets	4		60.96	182.96
e. Other Non Current Assets	5		130.18	29.07
			24,484.73	30,875.46
2. CURRENT ASSETS				
a. Inventories	6		3,470.54	3,071.38
b. Financial Assets				
- Trade Receivables	7		1,238.82	1,923.93
- Cash and cash equivalents	8		808.95	1,346.29
- Other Bank Balances	9		669.84	578.39
- Other Financial Assets	10		32.58	30.19
c. Current Tax Assets (Net)	11		55.25	122.13
d. Other Current Assets	12		616.25	253.19
			6,892.24	7,325.49
Total Assets			31,376.97	38,200.95

BALANCE SHEET



(₹ in Lakhs)

PARTICULARS		Note No.	As at 31.03.2026	As at 31.03.2025
			Audited	Audited
II. EQUITY AND LIABILITIES				
1. EQUITY				
a. Equity Share Capital	13		5,198.95	4,783.95
b. Other Equity	14		14,543.09	18,358.10
			19,742.05	23,142.05
2. NON CURRENT LIABILITIES				
a. Financial Liabilities				
- Borrowings	15.1		1,022.60	1,781.05
b. Provisions	16.1		27.95	34.15
c. Deferred Tax Liability (Net)	17		851.61	2,619.62
d. Other Non Current Liabilities	18		7,856.31	7,103.26
			9,758.47	11,538.08
3. CURRENT LIABILITIES				
a. Financial Liabilities				
- Borrowings	15.2		1,465.10	2,697.50
- Trade Payables	19		166.90	121.83
- Other Financial Liabilities	20		14.42	400.00
b. Other Current Liabilities	21		197.00	298.62
c. Provisions	16.2		33.04	2.88
			1,876.45	3,520.83
Total Equity and Liabilities			31,376.97	38,200.95

The accompanying notes form an integral part of this financial statements

As per our report attached
For C K S ASSOCIATES LLP
Chartered Accountants
(FRN 007390S/S000218)

For and on behalf of the Board of Directors

N.V.S. SRIKRISHNA
Partner
M.No.025139

TATINENI YOGANAND
Independent Director
DIN : 07593253

KAMINENI SURYANARAYANA
Chairman & Managing Director
DIN : 00078950

Place : Hyderabad
Date : 21 May 2026

VAIBHAV SURYAKANT SURYAWANSHI
Company Secretary
M.No. ACS 72171

PROFIT AND LOSS ACCOUNT



OIL COUNTRY TUBULAR LIMITED

STATEMENT OF PROFIT & LOSS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

(₹ in Lakhs)

PARTICULARS		Note No.	As at 31.03.2026	As at 31.03.2025
			Audited	Audited
1. INCOME				
a. Revenue from Operations	22		7,009.41	12,290.31
b. Other Income	23		171.71	286.45
Total Income			7,181.12	12,576.76
2. EXPENSES				
a. Cost of Material Consumed	24		2,602.39	2,129.68
b. (Increase) / Decrease in Inventory	25		(486.79)	(517.86)
c. Employee Benefits Expense	26		1,083.79	1,115.04
d. Finance Cost	27		107.52	551.40
e. Depreciation and Amortisation Expenses	28		6,958.35	6,960.07
f. Other Expenses	29		3,351.40	4,988.73
g. Changes in Unbilled Revenue	30		-	259.77
Total Expenses			13,616.66	15,486.83
3. PROFIT / (LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX			(6,435.54)	(2,910.07)
Exceptional Items - (Income) / Expense			-	-
4. PROFIT / (LOSS) BEFORE TAX			(6,435.54)	(2,910.07)
5. TAX EXPENSE				
a. Current Tax			-	-
b. Deferred Tax (Asset) / Liability			(287.30)	276.609
c. Income Tax relating to Previous Years			-	(0.553)
			(287.30)	276.056
6. PROFIT / (LOSS) FOR THE YEAR			(6,148.24)	(3,186.125)
7. OTHER COMPREHENSIVE INCOME (NET)				
(i) Items that will not be reclassified to Profit or Loss				
Value Addition/(Reduction) on account of Revaluation of Assets			-	-
Remeasurement of defined benefit plans			26.68	(167.349)
Deferred Tax			(1,480.71)	(1,097.635)
			(1,454.02)	(1,264.984)
8. TOTAL COMPREHENSIVE INCOME / (LOSS) FOR THE YEAR			(4,640.85)	(2,255.839)
9. EARNINGS PER SHARE				
Face Value ₹ 10/- per share				
Basic		₹	(12.01)	(7.10)
Diluted		₹	(10.58)	(6.67)

The accompanying notes form an integral part of this financial statements

As per our report attached
For C K S ASSOCIATES LLP
Chartered Accountants
(FRN 007390S/S000218)

For and on behalf of the Board of Directors

N.V.S. SRIKRISHNA
Partner
M.No.025139

TATINENI YOGANAND
Independent Director
DIN : 07593253

KAMINENI SURYANARAYANA
Chairman & Managing Director
DIN : 00078950

Place : Hyderabad
Date : 21 May 2026

VAIBHAV SURYAKANT SURYAWANSHI
Company Secretary
M.No. ACS 72171

CASH FLOW STATEMENT



OIL COUNTRY TUBULAR LIMITED CASH FLOW STATEMENT AS AT MARCH 31, 2026

(₹ in Lakhs)

PARTICULARS		As at 31.03.2026 Audited		As at 31.03.2025 Audited	
A	CASH FLOWS FROM OPERATING ACTIVITIES				
	Net Profit / (Loss) before tax and exceptional items		(6,435.54)		(2,910.07)
	Prior Period Adjustments		-		-
	Other Comprehensive Income (Net)		26.68		(167.35)
	Total Comprehensive Income before tax		(6,408.86)		(3,077.42)
	Adjustments for				
	Depreciation and Amortisation	6,958.35		6,960.07	
	Amortisation of intangible assets	-		-	
	Diminution in value of investments	-		-	
	(Profit) / Loss on sale of Assets	0.03		-	
	Interest Income	(99.23)		(50.01)	
	Interest expenses	107.52		551.40	
	Provision for Non Moving Finished Goods	-	6,966.66	-	7,461.46
	Operating Profit / (Loss) before working capital changes		557.80		4,384.04
	(Increase) / Decrease in Trade Receivables	685.10		(1,923.33)	
	(Increase) / Decrease in Inventories	(399.17)		1,040.12	
	(Increase) / Decrease in Loans & Advances	(436.02)		(293.17)	
	Increase / (Decrease) in Current Liabilities	(897.51)		(90.78)	
			(1,047.59)		(1,267.16)
	Cash Generated from Operations		(489.80)		3,116.88
	Income tax paid net of refunds		66.88		(68.08)
	Tax Expenses		-		-
	Income tax adjustment relating to previous years		-		0.55
	Net cash flow from operating activities (A)		(422.91)		3,049.36

CASH FLOW STATEMENT



PARTICULARS		As at 31.03.2026 Audited		As at 31.03.2025 Audited	
B	CASH FLOWS FROM INVESTING ACTIVITIES				
	Purchase of Property Plant and Equipment	(588.73)		(53.58)	
	Sale proceeds of Property Plant and Equipment	0.20		-	
	Interest received	99.23		50.01	
	Net cash flow from investing activities (B)		(489.30)		(3.57)
C	CASH FLOWS FROM FINANCING ACTIVITIES				
	Increase / (Decrease) in working capital borrowings	-		-	
	Increase / (Decrease) in long term borrowings	(758.45)		(7,242.86)	
	Increase / (Decrease) in Share Capital Structure	1,240.85		5,921.45	
	Interest Paid	(107.52)		(551.40)	
	Net cash flow used in financing activities (C)		374.88		(1,872.81)
	NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)		(537.34)		1,172.97
	Cash and cash equivalents at begining of the period		1,346.29		173.32
	Cash and cash equivalents at end of the period		808.95		1,346.30
	Cash and cash equivalents				
	Cash on hand		0.49		0.34
	Balance with banks in current account		10.96		245.96
	Deposit Accounts (Maturing within 3 months)		797.50		1,100.00
	Total		808.95		1,346.30

The accompanying notes form an integral part of this financial statements

As per our report attached
For C K S ASSOCIATES LLP
Chartered Accountants
(FRN 007390S/S000218)

For and on behalf of the Board of Directors

N.V.S. SRIKRISHNA
Partner
M.No.025139

TATINENI YOGANAND
Independent Director
DIN : 07593253

KAMINENI SURYANARAYANA
Chairman & Managing Director
DIN : 00078950

Place : Hyderabad
Date : 21 May 2026

VAIBHAV SURYAKANT SURYAWANSHI
Company Secretary
M.No. ACS 72171

Consolidated Statement of Changes in Equity

[illegible]

NOTES



(₹ In Lakhs)

Current Period	As at 01.04.2025	Changes in equity share capital during the current year	Total Comprehensive Income upto the Period	Transfer to General Reserve	Transfer to Revaluation Reserve	Transfer of Additional Depreciation on Revalued Asset	Transfer of Deferred Tax on OCI to Revaluation Reserve	As at 31.03.2026
	Audited	Audited	Audited	Audited	Audited	Audited	Audited	Audited
Equity Share Capital:								
Equity Component of Compound Financial Instruments	4,783.95 3,613.95	415.00 (1,456.65)	- -	- -	- -	- -	- -	5,198.95 2,157.30
Reserves & Surplus:								
Capital Reserve	0.65	-	-	-	-	-	-	0.65
Securities Premium	1,952.50	2,282.50	-	-	-	-	-	4,235.00
General Reserve	(5,488.39)	-	-	(4,640.85)	-	5,322.45	(1,480.71)	(6,287.49)
Revaluation Reserve	18,279.39	-	-	-	-	(5,322.45)	1,480.71	14,437.64
Retained Earnings	-	-	(4,640.85)	4,640.85	-	-	-	-
Balance at the End of the Current Reporting Period	23,142.05							19,742.05

The accompanying notes form an integral part of this financial statements

For and on behalf of the Board of Directors

As per our report attached
For C K S ASSOCIATES LLP
Chartered Accountants
(FRN 007390S/S000218)

TATINENI YOGANAND
Independent Director
DIN : 07593253

KAMINENI SURYANARAYANA
Chairman & Managing Director
DIN : 00078950

N.V.S. SRIKRISHNA
Partner
M.No.025139

VAIBHAV SURYAKANT SURYAWANSHI
Company Secretary
M.No. ACS 72171

Place : Hyderabad
Date : 21 May 2026

NOTES



1) PROPERTY, PLANT AND EQUIPMENT AS ON MARCH 31, 2026

(₹ In Lakhs)

	GROSS CARRYING AMOUNT			ACCUMULATED DEPRECIATION				NET CARRYING AMOUNT	
	As at 01.04.2025	Additions	Adjust- ments/ Deductions	As at 31.03.2026	As at 01.04.2025	For the Year	Adjust- ments/ Deductions	As at 31.03.2026	As at 31.03.2025
Land	7,480.37	-	-	7,480.37	-	-	-	7,480.37	7,480.37
Buildings	9,762.03	-	-	9,762.03	5,105.63	390.43	-	4,265.98	4,656.41
Plant & Equipment	76,672.03	417.20	-	77,089.22	58,204.08	6,537.03	-	12,348.12	18,467.95
Furniture & Fixtures	195.58	-	-	195.58	187.77	-	-	7.81	7.81
Vehicles	54.43	43.49	4.57	93.34	46.80	9.22	4.34	41.67	7.63
Office Equipment	276.05	27.58	-	303.63	259.42	12.10	-	32.11	16.63
Data Processing Equipment	373.60	18.06	-	391.66	357.39	8.00	-	26.26	16.20
TOTAL	94,814.09	506.33	4.57	95,315.83	64,161.09	6,956.78	4.34	24,202.32	30,653.00
Carrying values as on March 31, 2025	94,760.51	53.58	-	94,814.09	57,201.02	6,960.07	-	30,653.00	37,559.49

2) CAPITAL WORK IN PROGRESS AS ON MARCH 31, 2026

(₹ IN LAKHS)

DESCRIPTION	GROSS CARRYING AMOUNT			
	As on 01.04.2025	Additions	Adjust- ments/ Deductions	As on 31.03.2026
(a) Structure & Buildings Under Construction	(b) -	(c) 64,396	(d) -	(e) = (b+c-d) 64,396
Plant & Equipment Under Erection,Commissioning	-	9,600		9,600
TOTAL	-	73,996	-	73,996

NOTES



3) INTANGIBLE ASSETS AS ON MARCH 31, 2026

(₹ In Lakhs)

DESCRIPTION	GROSS CARRYING AMOUNT			ACCUMULATED AMORTIZATION				NET CARRYING AMOUNT	
	As at 01.04.2025	Others	Adjust- ments/ Deductions	As at 31.03.2026	As at 01.04.2025	For the Year	Adjust- ments/ Deductions	As at 31.03.2026	As at 31.03.2025
Computer Software	208.79	8.40	-	217.19	198.35	1.57	-	17.27	10.44
TOTAL	208.79	8.40	-	217.19	198.35	1.57	-	17.27	10.44
Carrying values as on March 31, 2025	208.79	-	-	208.79	198.35	-	-	10.44	10.44

Note: The Management has estimated the useful life of software for 5 years and amortisation has been worked out accordingly. Residual value of the above is been carried as the Software is still in use.

4 OTHER FINANCIAL ASSETS

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Unsecured, considered good		
Security Deposits	55.68	182.96
Gratuity Plan Asset	5.28	-
	60.96	182.96

5 OTHER NON CURRENT ASSETS

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Unsecured, considered good		
MAT Credit Entilement	29.07	29.07
Term loan prepaid Expenses	-	-
Prepaid Expenses on Bank Gurantee	-	-
Prepaid Expenses	12.36	-
Capital Advances	88.75	-
	130.18	29.07

6 INVENTORIES

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Valued at lower of cost or net realisable value except scrap which is valued at estimated realisable value.		
Raw Materials	946.87	914.06
Raw Material Stock in transit	-	-
Work in Progress	1,959.75	1,448.01
Finished Goods	11.48	34.23
Stores and Spare parts	1,456.60	1,379.51
Scrap	2.31	4.50
	4,377.01	3,780.31
Less: Provision for non-moving Stores and Spares, WIP & Finished Goods	906.47	708.94
	3,470.54	3,071.38

7 TRADE RECEIVABLES

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Unsecured, considered good	1,238.82	1,923.93
Doubtful	7.13	7.13
	1,245.95	1,931.06
Less: Allowance for bad and doubtful debts	(7.13)	(7.13)
	1,238.82	1,923.93

FY 2025-26	< 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed - Considered Good	1,238.822	-	-	-	-	1,238.822
Doubtful	-	-	-	-	7.128	7.128
FY 2024-25						
Undisputed - Considered Good	1,923.928	-	-	-	-	1,923.928
Doubtful	-	-	-	-	7.128	7.128

8 CASH AND CASH EQUIVALENTS

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Cash and Cash Equivalents		
Cash on Hand	0.49	0.33
Balances with Banks in Current Accounts	10.96	245.96
Deposit Accounts	797.50	1,100.00
	808.95	1,346.29

Disclosure:

The maturity period of Deposit Accounts is less than 3 months

9 OTHER BANK BALANCES

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Unsecured considered good		
Margin Money Deposit Accounts	669.84	578.39
	669.84	578.39

10 OTHER FINANCIAL ASSETS

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Unsecured considered good		
Interest receivable	32.58	30.19
	32.58	30.19

11 CURRENT TAX ASSETS (NET)

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Unsecured considered good		
Income Tax Refund Receivable	55.25	122.13
	55.25	122.13

12 OTHER CURRENT ASSETS

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Unsecured considered good		
Balances with Revenue Authorities	72.19	16.51
Prepaid Expenses	44.74	24.52
Advances to Suppliers	475.83	196.81
Amount Paid under Protest	21.35	15.35
Other Advances	2.14	-
	616.25	253.19

13 EQUITY SHARE CAPITAL

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Authorised :		
7,10,00,000 Equity Share capital Shares of par value of ₹10/- each	7,100.00	7,100.00
1,40,00,000 Preference Shares capital Shares of par value of ₹10/- each	1,400.00	1,400.00
	8,500.00	8,500.00
Issued, Subscribed and Paid up:		
At the end of the year		
519,89,530 (4,78,39,530) Equity Shares of ₹10 each fully paid up in Cash	5,198.95	4,783.95
	5,198.95	4,783.95

Disclosures:

13.1 All the equity shares carry equal rights and obligations including for dividend and with respect to voting

13.2 Details of Shareholders holding more than 5% Shares:

	As at 31.03.2026
Number of shares outstanding at the beginning of the year	47,839,530
Shares issued during the year	4,150,000
Number of shares outstanding at the close of the year	51,989,530

13.3 Details of Shareholders holding more than 5% of Shares:

Name of shareholder	31.03.2026		31.03.2025
	% of Holding	No. of Shares	% of Holding
1 United Steel Allied Industries Private Limited	33.18%	17,249,165	37.71%
2 Vivek Mundra	9.19%	4,778,570	-

13.4 Equity Shares held by promoters at: As at

Promoter Name	No. of Shares	% of total Shares
1 United Steel Allied Industries Private Limited	17,249,165	33.18%
2 K. Gayatri Devi	671,000	1.29%
3 K. Barghavi	671,000	1.29%
4 Satya Sree Kamineni	624,000	1.20%
5 Kamineni Seemanthini	624,000	1.20%
6 B. Ushashree	624,000	1.20%
7 K. Sai Surya Kiran	499,000	0.96%
8 Kamineni Siva Surya Teja	499,000	0.96%
9 K Indira Devi	499,000	0.96%
10 Sri Vaishnavi Makkena	499,000	0.96%
11 B. Sri Pavani	499,000	0.96%
12 B. Sri Aditya	499,000	0.96%
13 Sri Puja Kamineni	499,000	0.96%
14 K. Vasundhara	280,000	0.54%
15 K. Indira	210,000	0.40%
16 Kamineni Health Services Private Limited	100,000	0.19%
17 Sashidhar Kamineni	-	0.00%
18 Sridhar Kamineni	4,666	0.01%
19 K. Suryanarayana	3,600	0.01%

13.5 Shares allotted as fully paid pursuant to contract(s) without payment being received in cash or as fully paid up Bonus Shares during the period of five years immediately preceding: Nil

13.6 **Optionally Convertible Preference Shares held by promoters at:** **31.03.2026**

Promoter Name	No. of Shares	% of Total Shares	% of Total Shares
1 United Steel Allied Industries Private Limited	6,146,154	100	(100)

13.7 **Rights of Optionally Convertible Preference Shares**

- The allottee shall be entitled to opt for conversion of the OCPS into one Equity Share having facing value of ₹10/- each, within 18 months commencing from the date of allotment of such OCPS, subject to compliance of SEBI Takeover Regulations.
- The OCPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to the payment of Dividend and repayment of capital during winding up.
- The OCPS and Equity Shares arising on conversion of OCPS shall be subject to a mandatory lock for the time period prescribed under SEBI ICDR regulations.
- The OCPS shall not be entitled to participate in the surplus funds, surplus assets and profits of the Company on winding up, which may remain after the entire capital has been repaid.
- The voting rights of the persons holding the OCPS shall be in accordance with the provisions of Section 47 and other applicable provisions, if any of the Companies Act, 2013.

14 OTHER EQUITY

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
a. Retained Earnings		
Balance at the beginning of the year	-	-
Add: Profit for the year	(4,640.85)	(2,255.84)
Less: Transferred to General Reserve	4,640.85	2,255.84
Balance at the end of the year	-	-
b. Capital Reserve		
Balance at the beginning of the year	0.65	0.65
Balance at the end of the year	0.65	0.65
c. Securities Premium		
Balance at the beginning of the year	1,952.50	-
Add: Shares Issued During the Year	2,282.50	1,952.50
Balance at the end of the year	4,235.00	1,952.50
d. Equity Component of Compound Financial Instruments		
Balance at the beginning of the year	3,613.95	-
Additions during the year	(1,456.65)	3,613.95
Balance at the end of the year	2,157.30	3,613.95
e. Revaluation Reserve on Land and Plant and Machinery		
Balance at the beginning of the year	18,279.39	22,224.88
Transferred from General Reserve	(3,841.75)	(3,945.49)
Balance at the end of the year	14,437.64	18,279.39

f General Reserve		
Balance at the beginning of the year	(5,488.39)	(7,178.04)
Transferred to Revaluation Reserve	3,841.75	3,945.49
Transferred from Retained Earnings	(4,640.85)	(2,255.84)
Balance at the end of the year	(6,287.49)	(5,488.39)
Total Other Equity	14,543.09	18,358.10

Disclosures:

- 14.1 Under Ind AS 32 (Financial Instruments: Presentation), Optionally Convertible Preference Shares (OCPS) are split into debt and equity components. The equity component of Under Ind AS 32 (Financial Instruments: Presentation), Optionally Convertible Preference Shares (OCPS) are split into debt and equity components. The equity component of optionally convertible preference shares (OCPS) amounting to ₹ 2157.30 Lakh represents the value of the conversion option embedded in the instrument, determined at the time of issuance. This component reflects the holders' right to convert the preference shares into equity shares of the company, as per the terms of issuance. It is classified as a part of 'Other Equity' in accordance with Ind AS 32. The equity component is the residual amount after deducting the debt component from the present value of the total proceeds of the OCPS at the end of contractual period.
- 14.2 The debt component represents the obligation of the Company to redeem the OCPS within 10 years if the holder does not exercise the conversion option. The debt component of ₹ 1837.70 Lakh is treated as a financial liability and consists of both current obligations of Rs. 1465.10 Lakh, in respect of which the Company has received a Notice of Conversion and non-current obligation of ₹ 372.60 Lakh. The debt component is calculated as the present value of the redemption amount (expected cash outflow at end of 10th year) discounted at the 8%.

15.1 NON CURRENT BORROWINGS

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Unsecured		
a. Inter Corporate Deposit	650.00	1,400.00
b. Liability Component of Compound Financial Instruments	372.60	381.05
	1,022.60	1,781.05

Disclosures:

i. The borrowings are from related companies		
a. Out standing amount	650.00	1,400.00
b. Rate of Interest	10% p.a.	10% p.a.
c. Tenure	2 Years	3 Years

15.2 CURRENT BORROWINGS

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Liability Component of Compound Financial Instruments	1,465.10	2,697.50
	1,465.10	2,697.50

16.1 LONG TERM PROVISIONS

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Provision for Employee benefits Gratuity (Funded)	-	10.67
Provision for Employee benefits Leave Encashment (Non-Funded)	27.95	23.48
	27.95	34.15

16.2 SHORT TERM PROVISIONS

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Provision for Employee benefits Gratuity (Funded)	2.83	-
Provision for Employee benefits Leave Encashment (Non-Funded)	10.21	2.88
Provisoin for Customs Duty	20.00	-
	33.04	2.88

17 DEFERRED TAX LIABILITY

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Deferred Tax Liability (Net of Deferred Tax Asset)	851.61	2,619.62
	851.61	2,619.62

18 OTHER NON CURRENT LIABILITIES

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Secured		
Advance from Customers (Exports)	7,856.31	7,103.26
	7,856.31	7,103.26

Disclosure:

The advances are received from Mertex Group and advance of ₹ 6,736.48 lakhs is secured by first charge on the Building, Plant and Machinery of Processing Plant 2 situated at Narketpally.

19 TRADE PAYABLES

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Total outstanding dues of:		
Payables other than MSME	166.90	121.83
	166.90	121.83

Disclosures

- 19.1 The Company has no information as to whether any of its vendors constitute a "Supplier" within the meaning of Section 2 (n) of the Micro, Small and Medium Enterprises Development Act, 2006 as no declarations were received under the said Act from them.

19.2 Trade Payable Ageing Schedule

(₹ In Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3years	Total
MSME	-	-	-	-	-	-
Others	166.90	-	-	-	-	166.90
Others - PY	121.83	-	-	-	-	121.83

20 OTHER FINANCIAL LIABILITIES

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Interest Accrued and Due	14.42	400.00
	14.42	400.00

21 OTHER CURRENT LIABILITIES

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Advance From Customers	-	42.87
Other Payables	66.12	71.97
Accrued Expenses	130.87	183.78
	196.99	298.62

22 REVENUE FROM OPERATIONS

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Sale of Products	5,070.57	6,269.78
Sale of Services	1,938.84	6,020.53
	7,009.41	12,290.31

23 OTHER INCOME

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Interest Income Earned	99.23	50.01
Interest on Income Tax Refund	6.78	2.08
Sale of Scrap	63.87	149.86
Excess Provision Written Back	-	64.81
Miscellaneous Income	1.82	19.70
	171.71	286.45

24 COST OF MATERIALS CONSUMED

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Opening Stocks	914.06	960.65
Add : Purchases	2,635.21	2,083.09
	3,549.27	3,043.75
Less : Closing Stock	946.87	914.06
	2,602.39	2,129.68

25 (INCREASE) / DECREASE IN INVENTORY

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
25a. Changes in Finished Goods		
i. Opening Stock	34.23	10.68
ii. Closing Stock	11.48	34.23
(Increase) / Decrease	22.75	(23.55)
25b. Changes in Work-in-Progress and Scrap		
i. Opening Stock	1,452.51	958.20
ii. Closing Stock	1,962.06	1,452.51
(Increase) / Decrease	(509.55)	(494.31)
Net (Increase) / Decrease	(486.79)	(517.86)

26 EMPLOYEE BENEFITS EXPENSE

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Salaries and Wages	1,024.40	1,062.82
Contribution to Provident and Other Funds	52.60	48.81
Staff Welfare	6.79	3.41
	1,083.79	1,115.04

27 FINANCE COST

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
<i>Interest Others</i>	85.28	547.23
<i>Interest on TDS</i>	22.24	-
Other Borrowing Costs	-	4.17
	107.52	551.40

28 DEPRECIATION AND AMORTIZATION EXPENSES

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Depreciation of tangible assets	6,956.78	6,960.07
Amortization of intangible assets	1.57	
	6,958.35	6,960.07

29 OTHER EXPENSES

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Consumption of Stores and Spares	662.09	1,630.17
Provision for Non Moving Goods	197.53	453.42
Power & Fuel	264.00	219.36
Repairs to Machinery	87.98	94.66
Insurance	38.61	34.38
Rates and Taxes	33.15	67.33
Jobwork Charges	62.49	-
Liquidated Damages	15.22	3.20
Factory Maintenance	17.92	15.79
Professional & Consultancy Charges	172.68	71.01
Royalty	393.20	1,703.84
Net Loss on Foreign Currency Transaction & Translation	751.20	205.44
Loss on Sale of Property, Plant and Equipment	0.03	-
Outsourced Manpower Charges	289.89	225.47
Miscellaneous Expenditure	365.41	264.66
	3,351.40	4,988.73

30 CHANGES IN UNBILLED REVENUE

(₹ In Lakhs)

	As at 31.03.2026	As at 31.03.2025
Opening Unbilled Revenue	-	259.77
(Increase)/Decrease	-	259.77

31 Corporate Information:

Oil Country Tubular Limited ("The Company") (CIN: L26932TG1985PLC005329) is a public limited company, domiciled in India and incorporated under the provisions of the Companies Act, 1956. The equity shares of the Company are listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). It is primarily engaged in the business of manufacturing of Casing, Tubing and Drill Pipe which are primarily used in the Oil and Gas Sector for the drilling and exploration of Oil and Gas.

32 Basis of Preparation Of Financial Statements:**1 Statement of Compliance:**

The financial statements for the year ended March 31, 2026 have been prepared in accordance with Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

2 Accounting Convention and Basis of Measurement:

The financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

- i Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments)
- ii Defined benefit and other long-term employee benefits.

3 Functional and Presentation Currency:

The Financial Statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates. All financial information presented in full Indian Rupees and have been rounded to the nearest lakhs of two decimals, except for Shares and Earnings Per Share data.

4 Use of Judgements, Estimates and Assumptions:

The preparation of Financial Statements is in conformity with Ind AS which requires management to make judgements, estimates and assumptions that affect the application of Accounting Policies and the reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities and assets. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about critical judgements in applying Accounting Policies, as well as estimates and assumptions in respect of the following areas that have most significant effect to the carrying amounts within the next financial year are included in the relevant notes.

- i. Useful lives of property, plant, equipment and intangibles;
- ii. Measurement and likelihood of occurrence of provisions and contingencies; and
- iii. Recognition of deferred tax assets.

5 Operating Cycle:

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

33 Material Accounting Policies:**1 Property, Plant and Equipment:**

- a. Property Plant and Equipment are measured at cost less accumulated depreciation and impairment losses.
- b. The cost of property, plant and equipment includes those incurred directly for the construction or acquisition of the asset, and directly attributable to bringing it to the location and condition necessary for it to be capable of operating in the manner intended by the management and includes the present value of expected cost for dismantling/ restoration wherever applicable.
- c. The Cost of major spares is recognised in the carrying amount of the item of property, plant and equipment in accordance with the recognition criteria set out in the standard. The carrying amount of the replaced part is derecognised at the time of actual replacement. The cost of the day-to-day servicing of the item are recognised in statement of profit and loss account.
- d. Depreciation is provided under straight line method in respect of plant, equipment and buildings and for the rest of the tangible assets on written down value method over the useful life of assets specified in Part C of Schedule II to the Companies Act, 2013 and manner specified therein. Assets costing less than Rs. 5,000/- are fully depreciated in the year of purchase.

- e. Expenditure attributable / relating to PPE under construction / erection is accounted as below:
 - i To the extent directly identifiable to any specific plant / unit, trail run expenditure net of revenue is included in the cost of property plant and equipment.
 - ii To the extent not directly identifiable to any specific plant / unit, is kept under “expenditure during construction” for allocation to property plant and equipment and is grouped under Capital work in progress.
- f. Revaluation of assets: The assets are revalued by the registered valuer and the same has been transferred to Revaluation reserve as per Ind AS 16.

2 Intangible Assets:

- a. Intangible asset is recognised when it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Expenditure incurred for creating infrastructure facilities where the ownership does not rest with the company and where the benefits from it accrue to the company over a future period is also considered as intangible asset.
- b. New product development expenditure, software licences, technical knowhow fee, infrastructure and logistic facilities etc., are recognised as intangible asset upon completion of development and commencement of commercial production.
- c. Intangible assets are amortised on straight line method over their technically estimated useful life.
- d. Residual values and useful lives for all intangible assets are reviewed at each reporting date. Changes if any are accounted for as changes in accounting estimates.

3 Investments:

Investments in Un-quoted shares are measured at Cost. Diminution/Impairment in value, other than temporary, is provided for.

4 Inventories:

Items of inventories are valued at lower of cost or net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing them to their respective present location and condition. Cost of raw material is determined on weighted average method.

5 Revenue recognition:

While recognizing the revenue under Ind AS115 in respect of Contracts which meet the defined criteria, due consideration has been given to identify all the performance obligations stated therein including transfer of goods or services as well as term of payment. The transaction price is allocated to each distinct and identifiable performance

obligation and is also adjusted for the time value of money. In respect of goods, revenue is recognised on transfer of significant risks and rewards of the ownership including effective control of the buyer. In respect of all other services/ performance obligations, revenue is recognised upon completion of such performance. The revenue so measured is stated net of trade discounts / rebated and other price allowances, wherever applicable. Other income including interest are recognised on accrual basis.

6 Borrowing Costs:

- a. Borrowing costs incurred for obtaining assets which take substantial period to get ready for their intended use are capitalised to the respective assets wherever the costs are directly attributable to such assets and in other cases by applying weighted average cost of borrowings to the expenditure on such assets.
- b. Other borrowing costs are treated as expense for the year.
- c. Significant transaction costs in respect of long-term borrowings are amortised over the tenor of respective loans using effective interest method.

7 Employees Benefit:

a. Short-Term Employee Benefits:

All employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits. The cost of the benefits like salaries, wages, medical, leave travel assistance, short term compensated absences, bonus, exgratia etc., is recognised as an expense in the period in which the employee renders the related service.

b. Post-Employment Benefits:

i Defined Contribution Plans:

The contribution paid /payable under provident fund scheme, ESI scheme, and employee pension scheme is recognised as expenditure in the period in which the employee renders the related service.

ii Defined Benefit Plans:

The company's obligation towards gratuity is a defined benefit plan. The present value of the estimated future cash flows of the obligation under such plan is determined based on actuarial valuation using the projected unit credit method. Any difference between the interest income on plan asset and the return actually achieved and any changes in the liabilities over the year due to changes in actuarial assumptions or experienced adjustments within the plan are recognised immediately in other comprehensive income and subsequently not reclassified to the statement of profit and loss. All defined benefit plans obligations are determined based on valuation as at the end of the reporting period, made by independent actuary using the projected unit credit method. The classification of the company's net obligation into current and non-current is as per the actuarial valuation report.

iii. Long term Employee Benefits:

The obligation for long term employee benefits such as long term compensated absences, is determined and recognised in the similar manner stated in the defined benefit plan.

8 Foreign Currency transactions:

- a. Transactions relating to non-monetary items and purchase and sale of goods /services denominated in foreign currency are recorded at the exchange rate prevailing or a rate that approximates the actual rate on the date of transaction.
- b. Assets and liabilities in the nature of monetary items denominated in foreign currencies are translated and restated at prevailing exchange rates as at the end of the reporting period.
- c. Exchange differences arising on account of settlement / conversion of foreign currency monetary items are recognised as expense or income in the period in which they arise.
- d. Foreign currency gains and losses are reported on a net basis.

9 Impairment of Assets:**a. Financial Assets:**

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- i Financial assets that are debt instruments and are measured at amortised cost whether applicable for e.g. loans debt securities, deposits, and bank balances.
- ii Trade Receivables
The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component. The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

b. Non – financial assets:

The Company assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial assets is impaired. If any such permanent indication exists, the company estimates the amount of impairment loss.

10 Minimum Alternate Tax Credit:

Minimum Alternate Tax Credit Entitlement is recognized in the books of account when there is convincing evidence that the Company will pay normal income tax during the specified period. The entitlement is reviewed at each balance sheet date with regard to the correctness of the carrying amount.

11 Research and Development:

Capital expenditure incurred has been disclosed under separate heads of account and revenue expenditure incurred is charged off as a distinct item in the Profit and Loss account.

12 Financial instruments (financial assets and financial liabilities):

All financial instruments are recognized initially at fair value. The classification of financial instruments depends on the objective of the business model for which it is held and the contractual cash flows that are solely payments of principal and interest on the principal outstanding. For the purpose of subsequent measurement, financial instruments of the Company are classified into (a) non-derivate financial instruments and (b) derivative financial instruments.

a. Non-derivative financial instruments:

- i Security deposits, cash and cash equivalents, other advances, trade receivables and eligible current and non-current financial assets are classified as financial assets under this clause.
- ii Loans and borrowings, trade and other payables including deposits collected from various parties and eligible current and non-current financial liabilities are classified as financial liabilities under this clause.
- iii Financial instruments are subsequently carried at amortized cost.
- iv Transaction costs that are attributable to the financial instruments recognized at amortized cost are included in the fair value of such instruments.

b. Derivative financial instruments:

- The policy in respect of Derivatives will be determined as and when requires.

13 Claims:

Claims against the Company, including liquidated damages are recognized only on acceptance basis

14 Provision for Current and Deferred Tax:**a. Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profits differ from the profit as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The company's current tax is calculated using tax rates that have been enacted or substantially enacted by the end of the reporting period. In the event of Tax computed as stated is less than the tax computed under section 115JB of the Income tax Act., 1961, provision for current tax will be made in accordance with such provisions.

b. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax asset is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the end of the reporting period to recover or settle the carrying amount of its assets and liabilities.

c. Current and deferred Tax for the year

Current and deferred tax are recognised in profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Deferred tax resulting from “timing difference” between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent there is reasonably certain that there will be sufficient future income to recover such Deferred Tax Asset.

15 Capital Management:

For the purposes of the Company’s capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company’s capital management is to maximise shareholder value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants. The Company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

The Company net debt to equity ratio at the reporting date is as follows:

Amount ₹ in Lakhs

	31/03/2026	31/03/2025
External borrowing(non-current and current, including current maturities of non-current borrowings, interest accrued and due, Interest accrued but not due)	2,487.70	4,478.55
Less : Cash and bank balances	(808.95)	(1,346.29)
less : Other bank balances	(669.84)	(578.39)
Net debt	1,008.91	2,553.87
Equity	5,198.95	4,783.95
Other Equity	14,543.09	18,358.10
Total equity	19,742.05	23,142.05
Gearing ratio (Net Debt/ (Net Debt+Total Equity))	-5%	-10%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

34 Disclosure as per schedule III of the act and Ind AS-37 on Provisions, Contingent Liabilities and Contingent assets:

Contingent liabilities:

Claims against the company not acknowledged as debts

Amount ₹ in Lakhs

	31/03/2026	31/03/2025
Income Tax – The revenue has appealed before Hon'ble High Court of Andhra Pradesh against the order of Hon'ble Income Tax Appellate Tribunal, Hyderabad which was in favour of the Company in respect of deduction claimed u/s 80 HHC.	370.67	370.67
Claim of Office of the Additional Director General of Foreign Trade, Hyderabad for non-fulfilment of export obligation.	8.03	8.03
Income Tax – Demand raised by the CIT-Appeals-10, International Tax upon the Withholding of Taxes with respect to international transactions for the period A Y 2011-12 to 2014-15 (Previous year Pending with DCIT) *	202.12	202.12
Provident Fund - Demand raised by the recovery officer, EPFO, Regional Office - I, Hyderabad with respect to arrears for the period September 2014 to December 2015	-	10.45

* An amount of Rs.21.35 lakhs paid against this dues.

Capital and Other Commitments:

Amount ₹ in Lakhs

	31/03/2026	31/03/2025
Capital Commitment (Net of Advances)	921.12	-

35 The Company has initiated a civil lawsuit against the Mertex Group for breach of contractual obligations under the work orders, specifically relating to the non-performance and advances extended thereunder.(Refer Note:18)

36 In the opinion of the Board of Directors, all the Assets (Other than Property, Plant, Equipment, Intangible Assets and Non-Current Investments) are expected to realise a value which is at least equivalent to the amount at which they are stated in the financial statements, in the ordinary course of the business. The Board is also of the opinion that no material uncertainty exists regarding the capability of the Company in meeting its liabilities existing as on the date of Balance Sheet as and when they fall due.

- 37** As the Company does not have any downstream companies, the compliance with regard to the number of layers prescribed under Clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restrictions on Number of Layers), Rules, 2017 and the disclosure requirements of the names of such Companies and their CIN, beyond specified layers and the relation and extent of holding, are not applicable.

38 Disclosure as per Ind AS-7

Statement of reconciliation for changes in liabilities arising from financial activities

Particulars of Unsecured loans	Amount ₹ in Lakhs	
	31/03/2026	31/03/2025
Opening balance	1,400.00	9,023.91
Borrowed during the year	-	1,400.00
Repaid during the year	(750.00)	(9,023.91)
Closing balance	650.00	1,400.00

39 Disclosure as per Ind AS – 12 Income tax

a. Income tax assessments:

The Company's income tax assessments were completed upto financial year 2018-19.

During the year Deferred tax liability of ₹1,480.71 lakhs have been reversed under other comprehensive income which has been arising due to reduction in revalued Property Plant and Equipment.

Also Deferred tax asset (Net of Deferred tax liability) of ₹ 287.30 lakhs arising due to carried forward losses, Post employment benefits and other disallowances relating to profit or loss has been recognised under profit or loss statement for the year.

40 Disclosure as per Ind AS-19 – Employee benefits

a. Defined Contribution Plan

Contribution to Defined Contribution Plan recognised as expenses for the year as under:

Amount ₹ in Lakhs

	31/03/2026	31/03/2025
Employer's Contribution to Provident Fund	31.54	27.87
Employer's Contribution to ESI	1.13	0.65

b. Defined Benefit Plan

i. Gratuity obligation of the company:

The employees' gratuity fund scheme managed by a Trust is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognised each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit to build up the final obligation. The obligation for leave encashment is recognised in the books as per Actuarial Valuation.

Assets and Liability (Balance sheet position)

Amount ₹ in Lakhs

Particulars	31/03/2026	31/03/2025
Present value of obligation	187.32	185.77
Fair value of plan assets	192.60	177.92
Surplus / (deficit)	0.00	0.00
Net asset / (liability)	5.28	-7.85

Expense recognised during the period

Particulars	31/03/2026	31/03/2025
In Income statement	13.17	13.02
In other comprehensive income	(22.66)	167.10

	31/03/2026	31/03/2025
1 Changes in the present value of obligation:		
Present value of obligation as at beginning of the year	185.77	142.39
Interest Cost	10.97	8.31
Current Service Cost	13.70	12.87
Benefits Paid	-	-
Past service cost – (Vested benefits)	-	-
Actuarial (Gain)/Loss on Obligations	(20.59)	169.25
Present value of obligations as at year end	187.32	185.77
Bifurcation of net liability	-	-
Current liability (Short Term)	40.87	31.26
Non-current liability (Long Term)	146.46	154.52

2 Changes in fair value of Plan Assets:		
Fair Value of Plan Assets at beginning of period	177.92	58.22
Adjustment to opening Fair value of plan asset	-	-
Return on plan assets excluding Interest Income	2.078	2.143
Interest Income	11.51	8.16
Benefits Paid	-	-
Fair value of plan assets as at the end	192.60	177.92
3 Expenses recognized in Statement of Profit & Loss:		
Current Service Cost	13.70	12.87
Interest Cost	(0.54)	0.15
Past Service Cost	-	-
Expenses recognised in the Statement of Profit & Loss	13.17	13.02
4 Other Comprehensive Income		
Actuarial (gains) / losses	(20.59)	169.25
Actuarial (gains) / losses on obligations	-	-
Actuarial (gains) / losses on plan assets	(2.08)	(2.14)
Total OCI	(22.66)	167.10

ii. Leave Encashment:

The particulars of Leave Encashment Liability of the Company as on March 31, 2026 are as follows:

Assets and Liability (Balance sheet position)		Amount ₹ in Lakhs
Particulars	31/03/2026	31/03/2025
Present value of obligation	(33.37)	(21.27)
Fair value if plan assets	-	-
Surplus / (deficit)	-	-
Net asset / (liability)	(33.37)	(21.27)
Expense recognised during the period		
Particulars	31/03/2026	31/03/2025
In Income statement (P&L a/c – expense provision)		14.021
1 Changes in the present value of obligation(PVO):		
Present value of obligations as at the beginning	21.27	7.00
Interest cost	1.28	0.43
Current Service Cost	14.55	13.59
Benefits Paid		
Actuarial (Gain) / Loss on obligation	(4.02)	0.25
Present value of obligations as at the end	33.07	21.27
Bifurcation of net liability		
Current liability (Short Term)	5.12	2.88
Non-current liability (Long Term)	27.95	18.39

2 Changes in Fair Value of Plan Assets:

Fair Value of Plan Assets at Beginning of Period	-	-
Adjustment to opening Fair value of plan asset	-	-
Return on plan assets excluding Interest Income	-	-
Interest Income	-	-
Contribution by employer	-	-
Benefits Paid	-	-
Fair value of plan assets as at the end	-	-

3 Expenses recognized in Statement of Profit & Loss:

Current Service Cost	14.55	13.59
Past Service Cost		-
Interest Cost	1.28	0.43
Expense recognised in the Income statement	15.82	14.02

iii. Investment Details:

Particulars	% Invested as at	
	31/03/2026	31/03/2025
L.I.C	100	100

iv. Actuarial assumptions:

	Gratuity (funded)		Leave Encashment (Non-funded)	
	31/03/2026	31/03/2025	31/03/2026	31/03/2025
Mortality Table (LIC)	IALM	<i>IALM</i>	IALM	<i>IALM</i>
	(2012-14) Ult	<i>(2012-14) Ult</i>	(2012-14) Ult	<i>(2012-14) Ult</i>
Discount rate (per annum)	7.46%	6.45%	7.46%	6.45%
Rate of escalation in salary (per annum)	4%	4%	4%	4%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of plan assets held, assessed risks, historical results of return on plan assets and the Company's policy for plan assets management.

41 Disclosure as per Ind AS – 21 – The effects of changes in foreign exchange rates:

Un-hedged foreign currency exposure at the year end:

Amount ₹ in Lakhs

Particular	31/03/2026	31/03/2025
Exchange differences arising out of settlement / translation on account of export sales for the year	-	(0.17)
Exchange differences arising out of settlement / translation on account of previous year., imports	-1.85	18.62
Exchange differences arising out of settlement / translation on account of others	753.05	183.68
Net gain / (loss) recognised during the year	751.20	202.12

42 Disclosure as per Ind AS – 33 Earning per Share:

Amount ₹ in Lakhs

	31/03/2026	31/03/2025
Total No. of Shares for Basic EPS	51,989,530	44,892,544
Total No. of Shares for Diluted EPS	58,135,684	47,741,585
Profit/(Loss) after Taxes and exceptional items (before OCI)	(6,148.240)	(3,186.125)
Earnings per share Basic (₹ 10 per share)	(12.012)	(7.097)
Earnings per share Diluted (₹ 10 per share)	(10.576)	(6.674)

43 Disclosure as per Ind AS-108 Operating segments:

The Segmental Reporting is given for Sales and Services since the Company is predominantly engaged in the manufacture and sale of Drill Pipe and Allied Products, Oil Country Tubular Goods (OCTG) and Services associated with the product.

a. Segment Revenue (Sales and Income from Services):

Amount ₹ in Lakhs

	31/03/2026	31/03/2025
Drill Pipe and Allied Products	5070.57	6269.78
OCTG Sales	-	-
OCTG Services	1938.84	6020.53
Other Sales and Services	-	-
Total Segment Revenue	7,009.41	12,290.31

b. Segment Results (Profit / (Loss) before Interest and Tax):

	31/03/2026	31/03/2025
Drill Pipe and Allied Products	-4,701.86	(1,892.63)
OCTG Sales	-	-
OCTG Services	-1,797.86	(752.49)
Other Sales and Services	-	-
Total Segment Results	(6,499.73)	(2,645.12)

c. Unallocable Income / (Expenses) - Net

Add: Interest & Other Income / (Expenses)	64.19	(264.95)
Total Profit Before Tax and After Exceptional Items.	(6,435.54)	(2,910.07)

d. Segment Assets:

	31/03/2026	31/03/2025
Drill Pipe and Allied Products	1208.09	981.47
OCTG Sales	0.00	-
OCTG Services	30.73	942.45
Other Sales and Services		-
Total Segment Results	1238.82	1,923.92
Unallocable Assets	30138.15	36,277.03
Total Assets	31376.97	38,200.95

e. Segment Liabilities:

	31/03/2026	31/03/2025
Drill Pipe and Allied Products	166.90	62.15
OCTG Sales	-	-
OCTG Services	0.00	59.68
Other Sales and Services		
Total Segment Results	166.90	121.83
Unallocable Assets	11468.03	16,908.56
Total Assets	11634.94	17,030.39

44 Disclosure as per Ind AS – 24 – Related party disclosures

a. Details of Related Parties:

Name of Related Party	Nature of Relationship
Kamineni Suryanarayana	Chairman & Managing Director
Shashidhar Kamineni	Non - Executive Director (From 07.08.2025)
P Dheeraj Chowdary	Non - Executive Director (From 11.06.2025)
Puja Kamineni	Non - Executive Director (From 11.06.2025)
Lal Bahadur Shastri Gubba	Chief Financial Officer (From 07.08.2025 To 23.04.2026)
Vaibhav Suryakant Suryawanshi	Company Secretary & Compliance Officer (From 07.08.2025)
Sridhar Kamineni	Managing Director (Up To 24.07.2024)
Sudhir kumar Pola	Company Secretary & Compliance Officer (Up To 08.05.2025)
Jampanapalle Ramamuni Reddy	Chief Financial Officer (Up To 06.08.2025)
Dinakar Vemulapalli	Non - Executive Director (Up To 17.07.2024)
K S N Trust	Directors/Promoters Interested Entity
Kamineni Life Sciences Private Limited	Directors/Promoters Interested Entity
United Steel Allied Industries Private Limited	Directors/Promoters Interested Entity

b. Transactions with Related Parties:

Name of the Related Party	Nature of Transactions	31/03/2026		31/03/2025	
		Transactions during the Year	Balance outstanding at the end of the Year	Transactions during the Year	Balance outstanding at the end of the Year
United Steel Allied Industries Private Limited	Interest Expense During the Year	-	-	440.83	400.00
	Payments during the year	400.00		813.03	
	Equity Shares allotted during the year including premium	415.00	172.49	355.50	180.39
	Optionally Convertible Preference Shares allotted during the year	3,995.00	3,995.00	6,692.50	6,692.50
K S N Trust	Rent & Maintenance	93.59	8.42	25.27	1.94
Kamineni Life Sciences P Ltd	Interest Expense During the Year	85.75	650.00	43.50	1,400.00
	Payments during the year	750.00		-	
	Received during the year	-	-	1,400.00	
Kamineni Suryanarayana	Remuneration	77.00	18.31	73.85	14.27
Lal Bahadur Shastri Gubba	Remuneration	15.23	2.00	-	-
Vaibhav Suryakant Suryawanshi	Remuneration	4.99	0.90	-	-
Jampanapalle Ramamuni Reddy	Remuneration	4.19	-	10.79	0.83
Sridhar Kamineni	Remuneration	-	-	12.68	-
P Sudhir Kumar	Remuneration	2.41	-	17.33	1.33

Name of the Related Party	Nature of Transactions	31/03/2026		31/03/2025	
		Transactions during the Year	Balance outstanding at the end of the Year	Transactions during the Year	Balance outstanding at the end of the Year
Shashidhar Kamineni	Sitting Fee	1.02	-	1.03	-
P Dheeraj Chowdary	Sitting Fee	1.53	-	1.03	-
Puja Kamineni	Sitting Fee	1.53	-	1.03	-
Dinakar Vemulapalli	Sitting Fee	-	-	0.53	-

c. Details of Independent Director:

Name of Independent Director	Nature of Relationship
Sunil Tandon	Independent Director
T Yoganand	Independent Director(From 17.07.2024)
M Siva ram Prasad	Independent Director(From 17.07.2024)
K Uma Kumari	Independent Director(From 17.07.2024)
V V Parlikar	Independent Director(From 24.07.2024)
Uma Tiruveedula	Independent Director (Up To 17.07.2024)
K Vijayarama Raju	Independent Director(Up To 17.07.2024)

d. Transactions with Independent Director:

Name of the Related Party	Nature of Transactions	31/03/2026		31/03/2025	
Sunil Tandon	Sitting Fee	2.36	-	2.00	-
T Yoganand	Sitting Fee	2.39	-	1.51	-
M Shiva ram Prasad	Sitting Fee	2.25	-	1.39	-
K Uma Kumari	Sitting Fee	2.12	-	1.14	-
V V Parlikar	Sitting Fee	1.96	-	1.03	-
Uma Tiruveedula	Sitting Fee	-	-	0.65	-
K Vijayarama Raju	Sitting Fee	-	-	0.25	-

45 Financial instruments

a. Financial instruments by category

The carrying and fair value of financial instruments by categories of March 31, 2026 were as follows:

	31/03/2026			31/03/2025		
	<i>Amortised Cost</i>	<i>Total Carrying Value</i>	<i>Total Fair Value</i>	Amortised Cost	Total Carrying Value	Total Fair Value
Assets						
Cash and cash equivalents	808.95	808.95	808.95	1,346.29	1,346.29	1,346.29
Other bank balances	669.84	669.84	669.84	578.39	578.39	578.39
Trade receivables	1,238.82	1,238.82	1,238.82	1,923.93	1,923.93	1,923.93
Other financial assets	93.54	93.54	93.54	213.15	213.15	213.15
Total	2,811.15	2,811.15	2,811.15	4,061.76	4,061.76	4,061.76
Liabilities						
Trade payables	166.90	166.90	166.90	121.83	121.83	121.83
Borrowings	2,487.70	2,487.70	2,487.70	4,478.55	4,478.55	4,478.55
Other financial liabilities	14.42	14.42	14.42	400.00	400.00	400.00
Total	2,669.03	2,669.03	2,669.03	5,000.38	5,000.38	5,000.38

b. Financial risk management

Financial risk factors

The company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include market risk, and liquidity risk. The management reviews and design policies and procedures to minimize potential adverse effects on its financial performance. The primary market risk to the Company foreign exchange risk. The Company's exposure to credit risk is influenced mainly by the customer repayments. The Company's exposure to liquidity risks are on account of interest rate risk on borrowings. The following sections provide details regarding the Company's exposure to the above mentioned financial risks and the management thereof.

Market risk

The Company operates internationally and a portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales and services in those countries. The exchange rate between the rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Company's operations are affected as the rupee appreciates/depreciates against these currencies. The Company leaves exchange rate risk with regard to foreign exposures unhedged when the local currency is appreciating against the foreign currency.

Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments when counterparty defaults on its obligations. The Company's exposure to credit risk arises primarily from loans extended, security deposits, balances with bankers and trade and other receivables. The Company minimises credit risk by dealing exclusively with high credit rating counterparties. The Company's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Company trades only with recognised and creditworthy third parties. It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Company's exposure to bad debts is not significant.

Credit risk exposure

At the end of the reporting period, the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statement of financial position. No other financial assets carry a significant exposure to credit risk.

Liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has short term borrowings from banks who had determined the working capital accounts as non-performing asset, subsequently the working capital loans have been closed under One Time Settlement.

46 Financial Ratios:

<i>Ratios</i>	<i>Numerator</i>	<i>Denominator</i>	<i>31/03/2026</i>	<i>31/03/2025</i>	<i>% Variance</i>
Current Ratio *	Current Assets	Current Liabilities	3.67	2.08	0.43
Debt-Equity Ratio *	Total Debt	Shareholders' Funds	0.13	0.19	(0.54)
Debt Service Coverage Ratio *	Earning available for Debt Service	Debt Service	0.73	5.74	(6.89)
Return on Equity Ratio *	Net profit after taxes	Equity Shareholders' funds	(0.31)	(0.14)	0.56
Inventory turnover ratio *	Gross Revenue from sale of Products and Services	Average inventory	0.54	0.86	(0.60)
Trade Receivables turnover*	Gross Revenue from sale of Products and Services	Average Trade Receivables	4.43	12.77	(1.88)
Trade payables turnover ratio*	Purchases	Average Trade Payables	18.25	9.14	0.50
Net Capital turnover ratio*	Sales	Working Capital	1.59	3.77	(1.37)
Net profit ratio*	Net profit	Sales	(0.92)	(0.24)	0.74
Return on Capital employed *	Earnings Before interest and tax	Capital Employed	(0.21)	(0.07)	0.68

* Revenue from operations declined in the current year, leading to unfavorable variances as against the previous year

Reason for Variance above 25%:

Current Ratio *	Reduction in Current Liabilities
Debt-Equity Ratio *	Repayment of loan of Rs.750.00 Lakhs during the Year
Debt Service Coverage Ratio *	Increase in loss for the year
Return on Equity Ratio *	The decline in turnover has contributed to a higher loss for the year.
Inventory turnover ratio *	Turnover for the year has declined when compared with the preceding year
Trade Receivables turnover*	
Net Capital turnover ratio*	
Trade payables turnover ratio*	
Net profit ratio*	The decline in turnover has contributed to a higher loss for the year.
Return on Capital employed *	

47 Additional Regulatory Information:

- 1 The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 2 The Company does not have any transactions with companies struck off under Section 248 of the Companies Act 2013 or under Section 560 of the Companies Act 1956.
- 3 There are no Documents of Creation or Satisfaction of Charges pending for filing with the Registrar of Companies beyond the Specified Statutory Period.
- 4 The Company has not traded or invested in Crypto currency or Virtual Currency during the Financial Year.
- 5 The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- 6 The quarterly or other statements filed by the Company during the year with banks, which have sanctioned working capital limits, are in agreement with the books of the account.
- 7 The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - b. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- 8 The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that it shall:
- a. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b. Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 9 The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- 10 Figures for the previous year are re-arranged, wherever necessary, to conform to the figures of the current period. The same does not have any material impact on the Financial Statements.

Signatures on Notes 1 to 47 of Notes to Financial Statements

**As per our report attached
For C K S ASSOCIATES LLP
Chartered Accountants
(FRN 007390S/S000218)**

For and on behalf of the Board of Directors

**N.V.S. SRIKRISHNA
Partner
M.No.025139**

**TATINENI YOGANAND
Independent Director
DIN : 07593253**

**KAMINENI SURYANARAYANA
Chairman & Managing Director
DIN : 00078950**

**Place : Hyderabad
Date : 21 May 2026**

**VAIBHAV SURYAKANT SURYAWANSHI
Company Secretary
M.No. ACS 72171**





If undelivered, please return to:

Oil Country Tubular Limited

Kamineni, 3rd Floor, King Koti,
Hyderabad - 500 001, Telangana

