



OIL COUNTRY TUBULAR LIMITED

Registered Office: 'KAMINENI', 3rd Floor, King Koti, Hyderabad-500 001,
Telangana, India, Phone No.: 040-24785555; Fax No.: 040-24759299
CIN: L26932TG1985PLC005329, Website: www.octlindia.com

POSTAL BALLOT NOTICE

[Pursuant to section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations that the resolution appended is proposed to be passed by way of E-voting / Postal Ballot.

The Explanatory Statement pertaining to the Resolution setting out the material facts and the reasons thereof is annexed here to along with the Postal Ballot Form for your consideration.

In the event the draft resolution as set out in the notice is assented to by the requisite majority by means of E-voting or Postal Ballot (whichever method the Shareholder opts for), they shall be deemed to have been passed as Special Business. The date of the announcement of result of Postal Ballot shall be considered as the date of passing of the said resolution.

The Board of Directors of the Company has appointed Mrs. Manjula Aleti, Company Secretary in Practice (Membership No. 31661 and COP No.13279) as the Scrutinizer for conducting the postal ballot and e-voting process there to in accordance with the provisions of the Companies Act, 2013 and the Rules made there under in a fair and transparent manner. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 P.M. on 11th April, 2018.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means in this Notice.

The Scrutinizer will submit her report to the Executive Chairman or any Director or Company Secretary of the Company on or before 12th April, 2018. The result of postal ballot (including e-voting) shall be declared on or before 13th April, 2018 at the Company's registered office. In addition to the results being communicated to

the BSE Limited and the National Stock Exchange of India Limited, it shall also be displayed at the Company's registered office and would also be displayed on the company's website www.octlindia.com.

SPECIAL BUSINESS:

- 1) Sale of Processing Plant -2 to any person / Body Corporate.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013, consent be and is hereby accorded to the Board of Directors of the Company to dispose of the whole, or substantially the whole of the Building, Plant and Machinery of the Processing Plant-2 of the Company for such consideration but not below Rs.70 Crores (Rs. Seventy Crores) on such terms and conditions as the Executive Chairman or the Managing Director of the company in their discretion consider beneficial to the Company."

"RESOLVED FURTHER THAT the Executive Chairman and Managing Director be and are hereby severally authorized to finalise the terms and conditions and take such steps as may be necessary for obtaining approvals, statutory or contractual or otherwise, if any, required in relation to the above and to settle all the matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper and expedient or incidental for the purpose of giving effect to the above resolution."

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

SRIDHAR KAMINENI
MANAGING DIRECTOR

Place: Hyderabad
Date: 24.02.2018



NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolution at Item No.1 above, is appended herein below along with Form for your consideration.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from XL Softech Systems Limited / National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 6th March, 2018.
3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. E-Voting is optional.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post / courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may indicate their option to receive the physical Form from the Company by clicking on the box provided in the e-mail. or alternatively download the Form from the link www.evotingindia.com or from the 'Investors' section on the Company's website www.octlindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM No.1:

In order to reduce the liabilities of the Company, reduce the finance cost, increase profitability of the Company and augment the working capital, the Board of Directors propose to sell the Building, Plant and Machinery of the Processing Plant-2 of the Company. This would not affect Operations of the Company.

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, approval of the members is required for authorizing the Board of Directors to sell, lease or otherwise dispose off the whole or substantially whole of the undertaking(s) of the Company.

As per provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014, the Resolution under section 180 (1) (a) of the Companies Act, 2013 can be passed only through Postal Ballot process.

None of the Directors, Key Managerial Person of the company or their relatives are concerned or interested financially otherwise in the aforesaid special resolution.

The Board of Directors accordingly recommend the resolution set out in item no.1 of this notice for your approval as special resolution.

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

SRIDHAR KAMINENI
MANAGING DIRECTOR

Place: Hyderabad
Date: 24.02.2018



OIL COUNTRY TUBULAR LIMITED

Registered Office: 'KAMINENI', 3rd Floor, King Koti, Hyderabad-500 001,
Telangana, India, Phone No.: 040-24785555; Fax No.: 040-24759299
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POSTAL BALLOT FORM

1. Name and Registered Address of the Sole/first
Named member(s) :
2. Name (s) of the Joint Holder (s), if any :
3. Registered Folio Number/DPIDNo/Client ID No.* :
(*Applicable for investors holding Shares In demat form)
4. Number of Ordinary Share(s)held :
5. e-voting Event Number : **180224006**
6. User ID :
7. Password :
8. We hereby exercise my /our vote in respect to the following Special Resolution to be passed through Postal Ballot/e-voting, by conveying my/our assent or dissent to the said Resolution by placing tick(✓) mark in the appropriate box below:

Sl. No.	Description of Resolution	No. of Ordinary shares for which votes cast	I / we assent to the Resolution (FOR)	I / we dissent to the Resolution (AGAINST)
1	<p>"RESOLVED THAT pursuant to the provisions of Section180(1)(a) of the Companies Act, 2013, consent be and is hereby accorded to the Board of Directors of the Company to dispose of the whole, or substantially the whole of the Building, Plant and Machinery of the Processing Plant-2 of the Company for such consideration but not below Rs.70 Crores (Rs. Seventy Crores) on such terms and conditions as the Executive Chairman or the Managing Director of the company in their discretion consider beneficial to the Company."</p> <p>"RESOLVED FURTHER THAT the Executive Chairman and Managing Director be and are hereby severally authorized to finalise the terms and conditions and take such steps as may be necessary for obtaining approvals, statutory or contractual or otherwise, if any, required in relation to the above and to settle all the matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper and expedient or incidental for the purpose of giving effect to the above resolution."</p>			

Place: Hyderabad
Date: 24.02.2018

(Signature of the Member)

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. General Information:

- a) There will be one Postal Ballot Form/ e-voting for every Client ID No./ Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- c) Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy

2. Procedure and instructions for members opting for voting by Postal Ballot:

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mrs. Manjula Aleti, Company Secretary in Practice, H.No. 5-1-100, Shop No. S-2, 2nd Floor, Maheshwar Complex, Kukatpally, Hyderabad-500 072, in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- c) In respect of shares held by corporate and institutional share holders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution /appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- d) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
- e) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e., at 5.00 P.M. on 11th April, 2018, Postal Ballot Forms received after this date and time will be considered invalid.
- f) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- g) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars XL Softech Systems Limited, 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad-500034, email ID:xlfield@gmail.com or to the e-mail ID demat@octlindia.com duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours by 5.00 P.M. on 11th April, 2018.
- h) Members are requested not to send any paper (other than the resolution / authority as mentioned under "Process for Members opting for voting by Postal Ballot" point 2(c) above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

3 Procedure and instructions for members opting for E-Voting:

- i) The voting period begins at 9.00 A.M. on 13th March, 2018 and ends at 5.00 P.M. on 11th April, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 6th March, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com
- iii) Click on Shareholders.

- iv) Now Enter your User ID:
 - a) For CDSL:-16 digits beneficiary ID
 - b) For NSDL:-8 Character DPID followed by 8 Digits Client ID
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used,
- vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat share holders as well as physical shareholders)

- F Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
- F In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the **EVSN 180224006** for the relevant Oil Country Tubular Limited on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii) If demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to help desk. evoting@cdslindia.com.