

## UNITED DRILLING TOOLS LIMITED

CIN: L29199DL1985PLC015796

Reg. Office: 139A, First Floor, Antriksh Bhawan, 22, Kasturba Gandhi Marg, New Delhi-110001

Phone: +91-0120-4842400, Fax: +91-0120-2462675

E-mail: [compsect@udtltd.com](mailto:compsect@udtltd.com), Website: [www.udtltd.com](http://www.udtltd.com)

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### **Notice**

Notice is hereby given that the Thirty Fourth Annual General Meeting of United Drilling Tools Limited will be held on **Wednesday, the 21<sup>st</sup> September, 2016** at 11.00 A.M. at Maharani Bagh Community Centre, 1 Central Avenue, Maharani Bagh, New Delhi-110065, to transact the following business(es) :-

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016, along with the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Kanal Gupta having DIN 01050505, who retires by rotation and, being eligible, offers him-self for re-appointment.
3. To ratify appointment of statutory Auditors for financial year 2016-17 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 (2) and 142(1) read with Chapter X of the Companies Act, 2013 the appointment of Statutory Auditors of the Company M/s R S Dani & Co. (Firm Registration No. : 000243C), Chartered Accountants, Kothari Complex, near G.P.O Bhilwara-311001 (Raj) be and is hereby ratified for the financial year 2016-2017 to act as such, at such remuneration as may be determined by the Board of Directors of the Company."

#### **SPECIAL BUSINESS:**

#### **4. Appointment of Mr. Pandian Kalyanasundaram as an Independent Director of the Company**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149 and 152, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulations of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, P. Kalyanasundaram (DIN 02568099), a non-executive Director of the Company whose period of office is not liable to determination by retirement of directors by rotation and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold

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office for a term of Five years up to 39<sup>th</sup> Annual General Meeting of the company from the date of this Annual General Meeting i.e. 21<sup>st</sup> September, 2016. (Both days inclusive).”

### **5. Appointment of Ms. Sarita as a Woman Director of the Company**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Ms. Sarita (DIN : 07580853) who was appointed as an Additional Director of the Company by Board of Directors with effect from 06.08.2016 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member along with requisite deposit from her proposing her candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company whose period of office shall be liable to determine by the retirement of Directors by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized, jointly and /or severally to take such further steps as may be deemed necessary including filing of E-forms under the Companies Act, 2013 with the Registrar of Companies, Delhi and Haryana at New Delhi and/or any other authority to sign/execute any other forms, papers, documents, deeds, documents, affidavits etc. as they may deem necessary so as to give effect to the aforesaid resolution including the power to further amend the resolution if some amendment is required to be carried out by the Office of Registrar of Companies, Delhi and Haryana at New Delhi.”

**Place: New Delhi**

**Date: 06.08.2016**

**For and on behalf of Board  
United Drilling Tools Limited**

**sd/-**

**Pramod Kumar Gupta  
Chairman cum managing Director  
DIN:00619482**

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Notes:

1. **As per section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.**
2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are mention in another sheet as attached with this Notice.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and Transfer Books of the Company will be closed from **Wednesday, September 14, 2016 to Wednesday, September 21, 2016**, (both days inclusive).
5. In terms of Section 152 of the Companies Act, 2013, Mr. Kanal Gupta (DIN 01050505), Director, retire by rotation at the Meeting and being eligible, offer themselves for reappointment. The Board of Directors of the Company commends such re-appointments. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and memberships / chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Listing Regulations of SEBI, are provided in the Corporate Governance Report forming part of the Annual Report.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic

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- Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Alankit Assignments Limited.
9. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Alankit Assignment Ltd for assistance in this regard.
  10. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
  11. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
  12. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
  13. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.
  14. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
  15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Alankit.
  16. M/s Balraj Sharma & Associates (FCS-1605, C.P No. 824) Company Secretaries, Delhi has been appointed as scrutinizer for e-voting process as well as voting during the Annual General Meeting.
  17. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.udtltd.com](http://www.udtltd.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) within two days of the passing of the resolutions at the Thirty Fourth AGM of the Company on **September 23, 2016** and communicated to the BSE Limited, where the shares of the Company are listed.

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**Place: New Delhi**

**Date: 06.08.2016**

**For and on behalf of the Board**

**United Drilling Tools Limited**

**SD/-**

**Pramod Kumar Gupta**  
**Chairman cum Managing Director**

**DIN: 00619482**

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### EXPLANATORY STATEMENT

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

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 and 5 of the accompanying Notice:

#### Item No. 4

The Company had, pursuant to the provisions of Section 149 of Companies Act, 2013 and the Listing Regulations as specified by SEBI, appointed Mr. P Kalyanasundaram an Independent Director of the company in compliance with the requirements of the Act and Regulations.

Pursuant to the provisions of section 149 of the Act, every listed public Company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

Further provision of the said section also required one woman Director must be appointed by the listed company.

The Nominations Committee has recommended the appointment of Mr. P Kalyanasundaram, Director as Independent Director from **September 21, 2016 to September 30, 2021 or date of AGM which will be held in 2021** whichever is earlier.

Mr. P Kalyanasundaram, Additional Director of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Directors as Independent Director is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

#### Item No. 5

Ms. Sarita (DIN: 07580853) was appointed as an additional Director by your board in its meeting held on 06.08.2016. In accordance with the provisions of Section 160 & 161 to the Act, appointment of an Additional Director requires approval of members. Based on the

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recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Ms. Sarita be appointed as a Director of the Company. The appointment of Ms. Sarita shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Sarita for the office of Director of the Company. Ms. Sarita is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has also received written confirmation from her that she is not disqualified to act as such. In the opinion of the Board, Ms. Sarita fulfills the conditions for his appointment as Director as specified in the Act and the Listing Agreement. Ms. Sarita is independent of the management and possesses appropriate skills, experience and knowledge.

Ms. Sarita (DIN:07580853) has given his intention to perform her duty as Director of the company, and for this purpose a member has also given written notice about her intention along with cheque of Rs. 1,00,000/- which will be refunded to the member in case the resolution for appointment stands passed or getting 25 % votes of total votes casted.

### **A brief profile of the Directors to be appointed is given below:**

Mr. P Kalyansundaram is an allied IAS officer retired from the post of Joint Secretary of Ministry of Petroleum & Natural Gas, Government of India. He has very long experience in the field of public as well as business Administration. Further he is Ph.D. in International Business and M.Phil. in Social Science.

Ms. Sarita is Senior Higher Secondary qualified. She has experience in Administration.

**Place: New Delhi**

**Date: 06.08.2016**

**For and on behalf of the Board**

**United Drilling Tools Limited**

**Sd/-**

**Pramod Kumar Gupta**

**Chairman cum Managing Director**

**DIN: 00619482**

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### **Interested persons along with Nature of Interest (for item no. 4 and 5 of Special Business)**

**(i) Every Director and the Manager, if any;**

Mr. P. Kalyansundaram, and Ms. Sarita, being additional Directors of the Company are deemed to be concerned and interested in resolutions pertaining to their appointment as Independent Director.

Mr. Kanal Gupta, being Director of the Company is deemed to be concerned and interested in resolution pertaining to retirement of directors by rotation to the extent of their shareholding, if any.

**(ii) Every other key managerial personnel;**

There is no key managerial personnel whose interest is required to be stated.

**(iii) Relatives of the persons mentioned in sub-clauses (i) and (ii);**

There are no Relatives of the persons mentioned in sub-clauses (i) and (ii) whose interest is required to be stated.

**Any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.**

Your Board has acted in an unbiased manner and shall act in the larger interest of the Company so as to comply with law applicable to the company.

Further proceeding shall be made by Board after seeking approval of members and other terms and conditions, if any, shall be finalized/ accepted by the Board of Directors, pursuant to present authorization, who shall act as per conditions etc., and also in the larger interest of the Company. The resolutions are predominantly compliance based resolutions and are being stated accordingly and any member may assent/dissent from same. A copy of assent/dissent form may be asked at the venue of the meeting which they may be required to fill and hand it over to Company official/representative at the venue at the time of AGM. The Board commends the Resolution(s) as proposed for approval by the Members.

**For and on behalf of the Board  
United Drilling Tools Limited**

**Place: New Delhi  
Date: 06.08.2016**

**Sd/-  
Pramod Kumar Gupta  
Chairman cum Managing Director  
DIN: 00619482**



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<b>Name of the Director</b>	<b>Mr. P. Kalyanasundaram</b>
<b>Date of Birth</b>	25.12.1954
<b>Date of Appointment</b>	21.05.2016
<b>Qualifications</b>	Ph.D. (International Business), M.Phil. (Social Science & Commerce), MBA (Business Administration)
<b>Expertise</b>	Finance / Administration
<b>Directorship in other Companies</b>	NIL
<b>Committee Positions in United Drilling Tools Limited</b>	NIL
<b>Committee Positions in other Public Limited Companies</b>	NIL
<b>Relation between Directors</b>	NO
<b>Number of Shares held in United Drilling Tools Limited</b>	NIL

**PROFILE OF WOMAN DIRECTOR**

<b>Name of the Director</b>	<b>Ms. Sarita</b>
<b>Date of Birth</b>	16.06.1972
<b>Date of Appointment</b>	06.08.2016
<b>Qualifications</b>	Senior Higher Secondary
<b>Expertise</b>	Administration
<b>Directorship in other Companies</b>	NIL
<b>Committee Positions in United Drilling Tools Limited</b>	NIL
<b>Committee Positions in other Public Limited Companies</b>	NIL
<b>Relation between Directors</b>	NO
<b>Number of Shares held in United Drilling Tools Limited</b>	NIL

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E-mail: [compsect@udtltd.com](mailto:compsect@udtltd.com), Website: [www.udtltd.com](http://www.udtltd.com)**(B) Details of Directors confirmed as per Companies Act, 2013**

<b>Name of the Director</b>	<b>Mr. Kanal Gupta</b>
<b>Date of Birth</b>	27.10.1982
<b>Date of Appointment</b>	28.02.2015
<b>Qualifications</b>	MBA in Finance and HR Management
<b>Expertise</b>	Business Management
<b>Directorship in other Companies</b>	ONE
<b>Committee Positions in United Drilling Tools Limited</b>	NIL
<b>Committee Positions in other Public Limited Companies</b>	NIL
<b>Relation between Directors</b>	Son of Pramod Kumar Gupta, Managing Director of the company
<b>Number of Shares held in United Drilling Tools Limited</b>	3,85,105