

**SCRUTINIZER'S REPORT
ON POLL
OF
UNITED DRILLING TOOLS
LIMITED**

*FOR 32nd ANNUAL GENERAL MEETING
HELD ON 11TH NOVEMBER, 2014*

**BALRAJ SHARMA & ASSOCIATES
COMPANY SECRETARIES
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BALRAJ SHARMA & ASSOCIATES

COMPANY SECRETARIES

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FORM No. MGT-13

Scrutinizer(s) Report

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

**To
Chairman**

32nd Annual General Meeting of the Equity Shareholders of United Drilling Tools Limited held on 11th day of November, 2014 at Maharani Bagh Community Centre, 1, Central Avenue, Maharani Bagh, New Delhi - 110065

Dear Sir,

We, M/s Balraj Sharma & Associates, Practicing Company Secretaries appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 32nd meeting of the Equity Shareholders of United Drilling Tools Limited, held on 11TH Day of November, 2014 at Maharani Bagh Community Centre, 1, Central Avenue, Maharani Bagh, New Delhi - 110065, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in our presence with due identification marks placed by us.



2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Item No. 1:

To appoint a Director in place of Mr. U.S Pandey having DIN 02877691, who retires by rotation and, being eligible, offers himself for re-appointment.
(Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
82	4021754	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
24	1122

Item No. 2:

Appointment of Statutory Auditors (Ordinary Resolution)

Appointment of M/s R S Dani and Co as a Statutory Auditors of the Company in place of M/s Agarwal Dhruv and Co.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
82	4021754	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
24	1122

Item No. 3:

Appointment of Mr. S.S.K. Bhagat as an Independent Director of the Company (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
82	4021754	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
24	1122

Item No. 4:

**Appointment of Mr. V. B. Mishra as an Independent Director of the Company
(Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
82	4021754	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
24	1122

Item No. 5:

**Appointment of Mr. K. D. Aggarwal as an Independent Director of the Company
(Ordinary Resolution)**



(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
82	4021754	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
24	1122

Item No. 6:

Appointment of M/s Balraj Sharma and Associates, a Practicing Company Secretary as a Secretarial Auditor of the Company (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
82	4021754	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
24	1122

Item No. 7:

Re-appointment of Sh. Pramod Kumar Gupta as Managing Director of the Company (Special Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
82	4021754	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
24	1122

Item No. 8:

Authority to Board to borrow money in pursuance of the provisions of Section 180(1)(c) of the Companies Act, 2013 (Special Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
82	4021754	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
24	1122



Item No. 9:

Authority to Board to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company and provide security by way of equitable or any other mortgage, hypothecate and or charge; in addition to any other mortgage, hypothecation or charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may deem fit as per the provisions of Section 180(1)(a) of the Companies Act, 2013 (Special Resolution).

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
82	4021754	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
24	1122



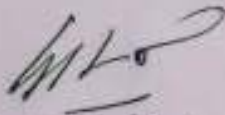
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you

Yours faithfully,

For Balraj Sharma & Associates
Company Secretaries



(Balraj Sharma)
CP No. 824
FCS No. 1605



Dated: 12.11.2014

Place: New Delhi