

**SCRUTINIZER'S REPORT  
ON E- VOTING  
OF  
UNITED DRILLING TOOLS  
LIMITED**

*FOR 32<sup>nd</sup> ANNUAL GENERAL MEETING  
HELD ON 11<sup>TH</sup> NOVEMBER, 2014*

**BALRAJ SHARMA & ASSOCIATES  
COMPANY SECRETARIES  
ADD: 206, MUNISH PLAZA,  
20, ANSARI ROAD,  
DARYA GANJ,  
NEW DELHI - 110002  
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# BALRAJ SHARMA & ASSOCIATES

## COMPANY SECRETARIES

206, Munish Plaze, 20 Ansari Road, Opp. Fire Station, Darya Ganj, New Delhi-110002  
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The Chairman  
United Drilling Tools Limited  
B-94, Shashi Garden,  
Patpar Ganj  
Delhi – 110091

Dt. 11.11.2014

Dear Sir,

Ref: Annual General Meeting

Subject: Scrutinizer's Report on e- voting pursuant to Clause 35B of the Listing Agreement and pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014

We, Balraj Sharma & Associates, Practicing Company Secretaries, have been appointed as Scrutinizer(s) by the Board of Directors of United Drilling Tools Limited vide resolution dated 07.10.2014 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process in fair and transparent manner and to ascertain the requisite majority on e-voting to be held between 9:00 A.M. on 6<sup>th</sup> day of November, 2014 and upto to 6:00 P.M. on 7<sup>th</sup> Day of November, 2014.

The notice dated 07.10.2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the below mentioned resolution(s) to be passed at the said Annual General Meeting of the Company to be held on 11<sup>TH</sup> Day of November, 2014 at Maharani Bagh Community Centre, 1 Central Avenue, Maharani Bagh New Delhi – 110065.

The Company has availed the e – voting facility offered by CDSL for conducting e – voting by the shareholders of the Company.



The Shareholders of the Company holding shares as on the "Cut – off" date of 17.10.2014 were entitled to vote on the proposed resolution(s) as set out at item Nos. 1 to 9 in the Notice of the AGM of United Drilling Tools Limited.

The voting period for e – voting commenced on 6<sup>th</sup> day of November, 2014 at 9:00 A.M. and ended on 7<sup>th</sup> day of November, 2014 at 6:00 P.M. and the CDSL e-voting platform was blocked thereafter and the vote cast under e- voting facility were then unblocked in the presence of following two witnesses not being in the employment of the Company:

1 MR. ROHIT

2 MR. NITIN AGGARWAL

We have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the CDSL e – voting system.

We now submit the report as under on the result of the voting through electronic means in respect of the said resolutions.

**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 Voted in E -Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
2	200	100%



**(ii) Voted against the resolution:**

Number of members Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
Nil	Nil	Nil

**(iii) Invalid votes:**

Number of members Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
Nil	Nil	Nil

**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 Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
2	200	100%

**(ii) Voted against the resolution:**

Number of members Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
Nil	Nil	Nil



**(iii) Invalid votes:**

Number of members Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
Nil	Nil	Nil

**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 Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
2	200	100%

**(ii) Voted against the resolution:**

Number of members Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
Nil	Nil	Nil

**(iii) Invalid votes:**

Number of members Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
Nil	Nil	Nil



**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 Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
2	200	100%

**(ii) Voted against the resolution:**

Number of members Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
Nil	Nil	Nil

**(iii) Invalid votes:**

Number of members Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
Nil	Nil	Nil

**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 Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
2	200	100%

**(ii) Voted against the resolution:**

Number of members Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
Nil	Nil	Nil

**(iii) Invalid votes:**

Number of members Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
Nil	Nil	Nil

**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 Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
2	200	100%

**(ii) Voted against the resolution:**

Number of members Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
Nil	Nil	Nil



**(iii) Invalid votes:**

Number of members Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
Nil	Nil	Nil

**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 Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
2	200	100%

**(ii) Voted against the resolution:**

Number of members Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
Nil	Nil	Nil

**(iii) Invalid votes:**

Number of members Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
Nil	Nil	Nil





**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 Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
2	200	100%

**(ii) Voted against the resolution:**

Number of members Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
Nil	Nil	Nil

**(iii) Invalid votes:**

Number of members Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
Nil	Nil	Nil

**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, hypothecations 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 Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
2	200	100%

**(ii) Voted against the resolution:**

Number of members Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
Nil	Nil	Nil

**(iii) Invalid votes:**

Number of members Voted in E Voting	Number of votes cast(shares) – E Voting	% of total number of valid votes cast
Nil	Nil	Nil

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe Keeping.

Thanking You

Yours Faithfully

**For Balraj Sharma & Associates**  
**Company Secretaries**



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

