

BALRAJ SHARMA & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT ON E-VOTING & POLL

OF

UNITED DRILLING TOOLS LIMITED

FOR THE 33RD ANNUAL GENERAL MEETING

HELD ON 14TH SEPTEMBER, 2015

BALRAJ SHARMA & ASSOCIATES

COMPANY SECRETARIES

ADDRESS: 206, MUNISH PLAZA,

20, ANSARI ROAD,

DARYAGANJ,

NEW DELHI- 110002.

PHONE: 23254488, 23282565, 9810065041

E.Mail: balrajsharmafcs@gmail.com

BALRAJ SHARMA & ASSOCIATES

COMPANY SECRETARIES

206, Munish Plaza, 20, Ansari Road, Opp. Fire Station, Darya Ganj, New Delhi-110002
Tel.: 23282565, 23274488, Fax : 30124488, Mobile : 9810065041, e-mail : balrajsharmafcs@yahoo.co.in

Consolidated Scrutinizer(s) Report

[Pursuant to section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To
Chairman
United Drilling Tools Limited
B-94, Shashi Garden,
Patpar Ganj, Delhi- 110091

Dear Sir,

Sub: Scrutinizer's Report on e-voting and poll conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Balraj Sharma of M/s Balraj Sharma & Associates, Company Secretaries (M.N. FCS 1605, C.P. 824) having office at 206, Munish Plaza, 20, Ansari Road, Opp. Fire Station, Darya Ganj, New Delhi-110002, appointed as Scrutinizer(s) of United Drilling Tools Limited ("the Company") pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, for the purpose of Scrutinizing the e- voting and poll process taken on the below mentioned resolution(s), at the 33rd meeting of the Shareholders of United Drilling Tools Limited, held on 14th day of September, 2015 at Maharani Bagh Community Centre, 1, Central Avenue, Maharani Bagh, New Delhi - 110065, submit our report as under:



1. The e-voting period remained open from 9:00 A.M. on 11th day of September, 2015 and upto 5:00 P.M. on 13th Day of September, 2015. The CDSL e-voting platform was unblocked 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. They have signed in confirmation of the votes being unblocked in their presence:

Signatures Himanshu Gupta

Mr. HIMANSHU GUPTA

Signatures Nitish Kumar

Mr. NITISH KUMAR

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

2. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website <https://www.evotingindia.com>.
3. After the time fixed for closing of the poll by the Chairman at the 33rd Annual General Meeting of the Company, one ballot box kept for polling were locked in our presence with due identification marks placed by us. 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~~ proxies lodged with the Company. The poll papers, which were incomplete and which were otherwise found defective were treated as invalid and kept separately.
4. The total number of Ballots (Physical and E- voting) received were 97 (Ninety Seven) for 75,71,134 (Seventy Five Lakhs Seventy One Thousand One Hundred & Thirty Four) shares.
5. The result of the e- voting and poll is as under:



Item No. 1:

To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014, the Auditor's Report thereon and take note of Board of Director's Report (Ordinary Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of Members Voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Poll	88	71,84,422	
E-Voting	9	3,86,712	
Total	97	75,71,134	100

(ii) Voted against the resolution:

Particulars	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E-Voting	NIL	NIL	NIL
Total	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
7	396



Item No. 2:

To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon (Ordinary Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of Members Voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Poll	88	71,84,422	
E-Voting	9	3,86,712	
Total	97	75,71,134	100

(ii) Voted against the resolution:

Particulars	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E-Voting	NIL	NIL	NIL
Total	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
7	396



Item No. 3:

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:

Particulars	Number of Members Voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Poll	88	71,84,422	
E-Voting	9	3,86,712	
Total	97	75,71,134	100

(ii) Voted against the resolution:

Particulars	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E-Voting	NIL	NIL	NIL
Total	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
7	396



Item No. 4:

To ratify the appointment M/s R S Dani and Co., Chartered Accountants, having Regn No. 000243C as the Statutory Auditors of the Company for the financial year 2015-16 (Ordinary Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of Members Voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Poll	88	71,84,422	
E-Voting	9	3,86,712	
Total	97	75,71,134	100

(ii) Voted against the resolution:

Particulars	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E-Voting	NIL	NIL	NIL
Total	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
7	396



Item No. 5:

To consider and appoint Mr. Kanal Gupta as Director of the Company

(i) Voted in favour of the resolution:

Particulars	Number of Members Voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Poll	88	71,84,422	
E-Voting	9	3,86,712	
Total	97	75,71,134	100

(ii) Voted against the resolution:

Particulars	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E-Voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
7	396



Item No. 6:

Adoption of New Set of Articles of Association of the Company (Special Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of Members Voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Poll	88	71,84,422	
E-Voting	9	3,86,712	
Total	97	75,71,134	100

(ii) Voted against the resolution:

Particulars	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E-Voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
7	396



Item No. 7:

Alteration in Memorandum of Association of the Company as per Companies Act, 2013

(Special Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of Members Voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Poll	88	71,84,422	
E-Voting	9	3,86,712	
Total	97	75,71,134	100

(ii) Voted against the resolution:

Particulars	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E-Voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
7	396



6. 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.
7. The register, all the 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 are handed over to the Company Secretary for the safe keeping.

Thanking you

Yours faithfully,

**For Balraj Sharma & Associates
Company Secretaries**



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



**Dated: 15.09.2015
Place: New Delhi**