

UNITED DRILLING TOOLS LIMITED

Regd. Office: B-94, Shashi Garden, Patpar Ganj, Delhi-110091
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Website: www.uniteddrilling.com/www.udtltd.com

POSTAL BALLOT NOTICE

(Pursuant to section 192A of the Companies Act, 1956)

Dear Shareholder(s),

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011. Approval of shareholders (other than Promoter and Promoter Group shareholders) of United Drilling Tools Ltd is sought for the proposed Scheme of Amalgamation of Macro Steel Engineers Pvt Ltd with United Drilling Tools Ltd (hereinafter referred to as "the Scheme"/ "the Scheme of Amalgamation") in accordance with the requirements of Securities and Exchange Board of India (SEBI) Circular No.CIR/CFD/DIL/5/2013 dated 4th February, 2013 and SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013.

The approval to the Scheme of Amalgamation is being sought in terms of the aforesaid SEBI Circulars, by way of this Postal Ballot, over and above the approval being sought in the Court-Convened Meeting of the shareholders of the Company to be held on 4th January, 2014 in accordance with Order dated 19th November, 2013 of the Hon'ble High Court of Delhi at New Delhi.

The Company seeks the consent of shareholders (other than Promoter and Promoter Group shareholders) for the Scheme through resolution specified below. In terms of the aforesaid SEBI Circulars the resolution would be deemed to be approved and will be acted upon only in case the votes in favour of the resolution by the public category shareholders are more than votes cast against the resolution by the public category shareholders.

An Explanatory Statement pertaining to the said resolution along with the draft Scheme of Amalgamation is annexed and being sent to Shareholders.

The Company has appointed Mr. Praveen Kumar Bharti, LL.B, ACS having his address at 785, Pocket–E, Mayur Vihar Phase - 2, Delhi 110 091, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before close of business hours on Thursday, the 9th Day of January, 2014, the last date for the receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

The Scrutinizer will submit his report to the Chairman and Managing Director of the Company or in his absence to the Company Secretary of the Company, upon completion of scrutiny of Postal Ballots in a fair and transparent manner and the result of the Postal Ballot will be announced on Saturday, the 11th day of January, 2014 at the Registered Office of the Company.

The result of the Postal Ballot shall also be hosted on the website of the Company www.udtltd.com and also be displayed at the registered office of the Company besides communicating to the stock exchanges, where the Company is listed. The date of declaration of the results of the Postal Ballot shall be the date on which the resolutions would be deemed to have been passed by the shareholders, if approved by requisite majority.

Proposed Resolution:

1. **To consider and if thought fit, to pass with or without modification, the following resolution with requisite majority as mentioned in the SEBI Circular No.CIR/CFD/DIL/5/2013 dated 4th February, 2013 as amended by SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013:**

“**Resolved that** pursuant to the provisions of sections 391 and 394 of the Companies Act, 1956, and other applicable provisions, if any, and subject to the approval of the Hon’ble High Court of Delhi and other competent authorities, if any, the proposed Amalgamation of Macro Steel Engineers Pvt Ltd (the Transferor Company) with United Drilling Tools Ltd (the Transferee Company) be and is hereby approved.

Resolved further that the terms and conditions of amalgamation as set out in the draft Scheme of Amalgamation of Macro Steel Engineers Pvt Ltd with United Drilling Tools Ltd, which, inter-alia, include the following:

- a. All assets and liabilities including Income Tax and all other statutory liabilities, if any, of the Transferor Company will be transferred to and vest in the Transferee Company.
- b. All the employees of the Transferor Company in service on the Effective Date, if any, shall become the employees of the Transferee Company on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the Transferor Company on the said date.
- c. Appointed Date for amalgamation will be 1st October, 2012 or such other date, as the Hon’ble High Court(s) may approve.
- d. The Transferee Company will issue 2 (two) Equity Shares of Rs. 10 each, credited as fully paid up, for every 9 (nine) Equity Shares of Rs. 10 each held in the Transferor Company.
- e. BSE will act as the Designated Stock Exchange for the purposes of the Scheme.

be and are hereby approved in specific.

Resolved further that subject to the approval of the Hon’ble High Court of Delhi and other competent authorities, if any, the draft Scheme of Amalgamation of Macro Steel Engineers Pvt Ltd with United Drilling Tools Ltd be and is hereby approved.

Resolved further that the Board of Directors of the Company be and is hereby authorized to agree to such conditions or modifications (including the appointed date and share exchange ratio) that may be imposed, required or suggested by the Hon’ble High Court of Delhi or any other authorities or that may otherwise be deemed fit or proper by the Board and to do all other acts, deeds or things which may be ancillary or incidental to the above mentioned matter or which may otherwise be required for the aforesaid Scheme of Amalgamation.”

Date: 30-11-2013

Place: Delhi

For and on Behalf of the Board
For **United Drilling Tool Ltd**

Sd/-
Pramod Kumar Gupta
Managing Director

NOTES:

- a. Explanatory Statement along with the draft Scheme of Amalgamation is annexed to this Notice.
- b. **Inspection of Documents:** Documents referred to in the Notice and explanatory statement are open for inspection at the registered office of the Company at all working days except Saturdays between 11 A.M. and 2 P.M. up to the last date for voting.
- c. Under the Green Initiative of Ministry of Corporate Affairs, Postal Ballot Notice is being sent to the shareholders, who have registered their e-mail ids with the company/RTA through e-mail and to all other shareholders by post along with the Postal Ballot Form.
- e. The Notice of postal ballot/ e-voting will be dispatched to all the shareholders, whose names appear in the Register of Members/ Record of Depositories as on the cut-off date being Friday the 29th day of November, 2013.
- f. Only a shareholder entitled to vote is entitled to exercise his vote through Postal Ballot and a shareholder having no voting rights should treat this Notice as intimation only. Further only equity shareholders belonging to public category (other than promoter and promoter group shareholders) are entitled to cast vote on the resolution proposed in this Notice.
- g. Voting period commences on and from Wednesday, the 11th day of December, 2013 and ends on Thursday, 9th day of January, 2014.
- h. Members are requested to notify change in address/e-mail ids, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio number.
- i. **Voting in physical forms:** A Postal Ballot Form and a self-addressed pre-paid postage envelope are enclosed herewith. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions mentioned herein and those mentioned in the Postal Ballot Form and return the same duly completed in the enclosed self addressed postage pre-paid Business Reply Envelope to the Scrutinizer. Postage on self addressed pre-paid Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by Courier or by Registered Post or any other mode at the expense of the shareholder will also be accepted and the same should be sent to the Scrutinizer, at the Registered Office of the Company at B-94, Shashi Garden, Patpar Ganj, Delhi-110 091. The Postal Ballot Form(s) may also be deposited personally at the Registered Office of the Company.
- j. **Voting through electronics mode:**
The Procedure for the same is as under:
 - i. Open your web browser and log on to the e-voting website www.evotingindia.com.
 - ii. Now, click on 'Shareholder'.
 - iii. Now, select the "Electronic Voting Sequence Number" (EVSN) alongwith "United Drilling Tools Ltd" from the drop down menu and click on "SUBMIT".
 - iv.

Enter	For Member holding Shares in Demat Form	For Members holding shares in Physical Form
User-id	For NSDL -8 Character DP ID+8 digital Client ID. For CSDL -16 digit Beneficial Owner ID	Registered Folio Number with the Company
Password	Your unique Password has been printed on the Postal Ballot form/e-mail forwarding electronic notice.	Your unique Password has been printed on the Postal Ballot form.

PAN	<p>Enter your 10 digit alphanumeric Permanent Account Number issued by Income Tax Dept.</p> <p>For members who have not updated the PAN with the company or in their demat account may use the following default value in the field of PAN while logging on to the voting platform (AAAAA1234A)</p>	<p>Enter your 10 digit alphanumeric Permanent Account Number issued by Income Tax Dept.</p> <p>For members who have not updated the PAN with the company or in their demat account may use the following default value in the field of PAN while logging on to the voting platform (AAAAA1234A)</p>
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- v. After logging in the details of 'User Id, Password, PAN, the Members holding shares in physical form will reach directly to the voting screen. However, Members holding shares in Demat Form will now be required to mandatory Change their password in the new password field and may enter their demographic details i.e. date of birth/date of incorporation, mobile number and email id. Kindly remember the changed Password, as this can be used for voting on future Postal Ballot resolution(s) for United Drilling Tools Ltd or any other Company.
 - vi. On the voting Page, you will now see Resolution Description and option for voting Yes/No against each Resolution Description. The option Yes implies that you assent to the Resolution and No implies that you dissent to the Resolution.
 - vii. Click on the Resolution File Link if you wish to view the complete Postal Ballot Notice.
 - viii. Enter the number of shares (which represents no. of votes) under each of the heading of the resolution, if you want to vote Yes/No, but not exceeding your total holding.
 - ix. After selecting the list of the resolutions 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.
 - x. Once you have voted on a resolution, you will not be allowed to modify your vote.
 - xi. You can log in any number of times till you have voted on all the resolution or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.
 - xii. Kindly note that the members can opt only one mode for voting i.e. either by physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both via Physical Ballot and e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting will be ignored.
- j. In addition to the above, the non-individual members, like Corporate, FII, FI, Mutual Funds, Banks, Trusts etc, who opt for a voting, are also required to submit Board Resolution/Power of Attorney authorizing any person to exercise the Voting Power on their behalf. Scanned copies of such documents are required to be sent to the scrutinizer through e mail at pkbharti@gmail.com with a copy marked to CDSL through e mail at helpdesk.evoting@cdslindia.com. The file containing the said documents should be named as "Member's name_EVSN", e.g. in case of shareholder company XYZ Ltd., the file containing the authorization documents should be named as "XYZLtd_EVSN". The documents can be sent before/immediately after casting the vote. However, in case the same do not reach before closure of voting, the vote so exercised will be rejected in the system.
 - k. The Members who have already been allotted their Password by CDSL, may use the same, in case they do not remember such Password, they may go to the option "Forgot Password" and proceed. In respect of new Members, their Password will be mentioned in the email forwarding the notice electrically.
 - l. In case, however, the Members do not want to avail the e-voting facility organized through CDSL, such members may send a request to the Company at compsect@udtltd.com for obtaining the Notice and Postal Ballot in physical form. On receipt of such request, the Company will dispatch the same in Physical form to enable the Members to send back the Postal ballot.

Encl:

1. Postal Ballot Form
2. Self-Addressed Postage Pre-Paid Envelope
3. Explanatory Statement and draft Scheme of Amalgamation