

**SCRUTINIZER'S REPORT
ON E-VOTING & POLL**

OF

**UNITED DRILLING TOOLS
LIMITED**

FOR THE 34th ANNUAL GENERAL MEETING

HELD ON 21st SEPTEMBER, 2016

**BALRAJ SHARMA & ASSOCIATES
COMPANY SECRETARIES**

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20, ANSARI ROAD,
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NEW DELHI- 110002.**

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BALRAJ SHARMA & ASSOCIATES

COMPANY SECRETARIES

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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
139A, First Floor, Antriksh Bhawan,
22 Kasturba Gandhi Marg,
New Delhi-110001

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 34th meeting of the Shareholders of United Drilling Tools Limited, held on 21st day of September, 2016 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 10:00 A.M. on 18th day of September, 2016 and upto 5:00 P.M. on 20th Day of September, 2016. The CDSL e-voting platform was unblocked thereafter and the vote cast under e-voting facility was 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 Varun Sharma

Mr. Varun Sharma

Signatures Sarthak Tyagi

Mr. Sarthak Tyagi

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 34th Annual General Meeting of the Company, two ballot boxes 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. The poll papers, which were incomplete and which were otherwise found defective were treated as invalid and kept separately.
4. The total number of valid Ballots (Physical and E- voting) received were 64 (Sixty Four) for 75,89,166 (Seventy Five Lakhs Eighty Nine Thousand One Hundred & Sixty Six) shares.
5. The result of the e- voting and poll is as under:



Item No. 1:

To receive, consider and adopt Audited financial statements of the Company for the financial year ended March 31, 2016, along with the report of 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	44	71,90,645	94.75
E-Voting	20	3,98,521	5.25
Total	64	75,89,166	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
14	27

Item No. 2:

To appoint a Director in place of Mr. Kanal Gupta having DIN 01050505, who retire 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	44	71,90,645	94.75
E-Voting	20	3,98,521	5.25
Total	64	75,89,166	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
14	27

Item No. 3:

To ratify appointment of Statutory Auditors for financial year 2016-17

(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	44	71,90,645	94.75
E-Voting	20	3,98,521	5.25
Total	64	75,89,166	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
14	27

Item No. 4:

To consider and appoint Mr. Pandian Kalyanasundaram having DIN 02568099 as an Independent Director 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	44	71,90,645	94.75
E-Voting	20	3,98,521	5.25
Total	64	75,89,166	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
14	27

Item No. 5:

To consider and appoint Ms. Sarita having DIN 07580853 as a Woman Director 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	44	71,90,645	94.75
E-Voting	20	3,98,521	5.25
Total	64	75,89,166	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
14	27

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: 22.09.2016
Place: New Delhi