



# UNITED DRILLING TOOLS LTD.

CIN : L29199DL 1985 PLCO 15796

**OIL DRILLING EQUIPMENT MANUFACTURING AND SERVICES**

**(AN ISO 9001 APPROVED CERTIFIED COMPANY)**

**(INCLUDING ISO 14001:2004 & OHSAS 18001:2007)**

Phones : +91-0120-4842400

2462673, 4221777

Fax No. : +91-0120-2462675

**USE PREFIX FOR CALLING -**

**From Out side Country - 91-120**

**From Out side State - 0120**

**From New Delhi - 0120**

**Please Reply to Head Office**

**A-22, Phase-II, Noida-201305**

**Distt. Gautam Budh Nagar ,**

**Uttar Pradesh, India**

**E-mail : enquiry@udtltd.com**

**Website : www.udtltd.com**

Date: 28<sup>th</sup> December, 2018

To,  
The Listing Compliance Department,  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai -400001

Security Code: 522014

Security ID: UNIDT

ISIN: INE961D01019

Subject: Submission of Scrutinizer report and disclosures as per SEBI (listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

This is to inform you that the Company has conducted Postal Ballot (including e-voting) in compliance with Section 108 and 110 and other applicable provisions of the Companies Act, 2013 read with related rules to transact the business as stated in the Postal Ballot Notice dated 14<sup>TH</sup> November, 2018.

In this regard we enclose herewith;

1. Consolidated Report of the Scrutinizer dated 28<sup>th</sup> December, 2018. Annexed herewith as Annexure I
2. Proceedings of Postal Ballot pursuant to Regulation 30 (2) read with sub-para 13 of Para - A of Part - A of Schedule III of SEBI (listing Obligation & Disclosure Requirements), Regulation, 2015. Annexed herewith as Annexure II

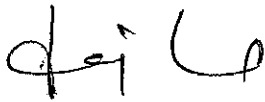
The Results are uploaded on the website of the Company <http://www.udtltd.com/>

Kindly take the same in your records.

Thanking You,

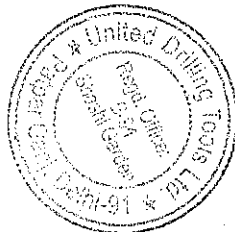
Yours Faithfully,

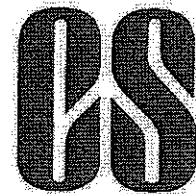
For UNITED DRILLING TOOLS LIMITED

  
PRAMOD KUMAR OJHA  
COMPANY SECRETARY

M. NO. 8898

ENCL. AS ABOVE





**Consolidated Report of Scrutinizer on Voting through postal ballot/electronic voting (e-voting)**

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman  
**United Drilling Tools Limited**  
139A, First Floor, Antriksh Bhawan,  
22 Kasturba Gandhi Marg  
New Delhi 110001

**Consolidated Report on e-voting and Postal Ballot conducted pursuant to the provisions  
of Section 108 & 110 of Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the  
Companies (Management & Administration) Rules, 2014.**

Dear Sir,

I, Akash Gupta, Practicing Company Secretary (Membership no. 30099, C.P No.11038), having office at M-17, 4<sup>th</sup> Floor, Main Market, Greater Kailash-II, New Delhi - 110048, have been appointed by the board of directors of M/s United Drilling Tools Limited ("the Company") as the Scrutinizer of the Company for the purpose of Scrutinizing the e-voting and Postal Ballot process pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014 in a fair and transparent manner and ascertaining the requisite majority on e-voting and Postal Ballot carried out as per the provisions of the Companies Act, 2013 on the resolutions set out in the Postal Ballot Notice dated 14<sup>th</sup> November, 2018.



hereby submit the report as under:


Chairman has fixed the time for remote-e voting period from **27th November, 2018**, at **Tuesday at 9:00 a.m. (IST)** upto **26th December, 2018, Wednesday 5:00 p.m. (IST)**. The Last date to receive the postal ballot forms duly completed and signed by the members was **26th December 2018 up to 5:00 pm**. The Company had sent the Postal Ballot Notice to all



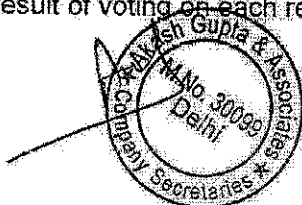
the Members of the Company electronically on 26<sup>th</sup> November 2018 whose email IDs were registered with depository participants & for the other Shareholders, the AGM notice has been sent by permitted mode of dispatch which was also completed on 26<sup>th</sup> November 2018 whose names appear on the Register of members/ list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services Limited (CDSL) on 16<sup>th</sup> November 2018

2. The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Authorized Agency to provide secured system for e- voting process to the members.
3. The Cut-off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through ballot paper on the proposed resolutions was 16<sup>th</sup> November, 2018.
4. The physical postal forms received were duly verified by the data as provided by the Company's Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
5. Particulars of the Postal Ballot Forms received including the votes casted through e- Voting by the members have been entered in the register separately maintained for the purpose.
6. The ballot papers which were incomplete, unsigned or incorrectly ticked and/or which were otherwise found defective have been treated as invalid and kept separately.
7. After counting the votes casted by the members through Physical postal ballot, the votes casted through e-voting were unblocked on 27<sup>th</sup> December, 2018 around 12.46 p.m. in my presence along with two witnesses. 1.) Ms. Deepika Sharma R/o GH-9/565, Paschim Vihar, New Delhi-110087 2.) Ms. Charu Jhamtani, R/o M-12, Greater Kailash – II, New Delhi - 110048, who are not in the employment of the company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.

  
Name: Deepika Sharma

  
Name: Charu Jhamtani

8. Based on the reports generated from the remote e-voting website Central Depository Services Limited and voting through Physical postal ballot paper, the consolidated report on the result of voting on each resolution are given hereunder.



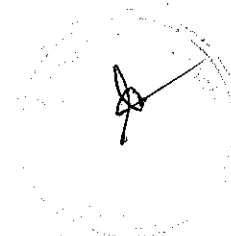


(a) Resolution 1 – Proposed as Special Resolution

To consider and approve increase in the remuneration of Mr. Pramod Kumar Gupta (DIN: 00619482), Chairman and Managing Director of the Company.

Resolution No. 1.	Particulars of votes cast							
	Electronic Voting		Ballot paper		Voting Results		% of Total Valid Votes cast to paid-up capital	
	No.(A)	% of Valid Vote	No.(B)	% of Valid Vote	No. (A+B)	% of total Vote Cast		
Special Business	Special Resolution for the approval for increase of the remuneration of Mr. Pramod Kumar Gupta (DIN: 00619482), Chairman and Managing Director of the Company.							
	Votes cast in favour	17773787	99.9	2926	100	17776713	99.99	87.55%
	Votes Cast against	100	0.00056	0	0	100	0.00056	0.00049%

3 (Three) Ballot form have been treated as invalid due to non - receipt within the stipulated time frame and 1 (one) Ballot form representing 400 shares has already cast their vote by e-voting , so voting of such shares by ballot paper has been treated as invalid.



(b) Resolution 2 – Proposed as Special Resolution

To consider and approve the Grant of Loan.

Resolution No. 2	Particulars of votes cast							
		Electronic Voting		Ballot paper		Voting Results		% of Total Valid Votes cast to paid-up capital
		No.(A)	% of Valid Vote	No.(B)	% of Valid Vote	No. (A+B)	% of total Vote	
Special Business	Special Resolution for seeking approval for the grant of loan.							
	Votes cast in favour	17773787	99.99	2926	100	17776713	99.9 9	87.55%
	Votes Cast against	100	0.0005 6	0	0	100	0.00 056	0.0004 9%

3 (Three) Ballot form have been treated as invalid due to non - receipt within the stipulated time frame and 1 (one) Ballot form representing 400 shares has already cast their vote by e-voting , so voting of such shares by ballot paper has been treated as invalid.


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 Physical postal ballot forms and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

  
Mr. Akash Gupta  
(Scrutinizer)

(Scrutinizer)

Membership No. 30099

Address: M-17, 4<sup>th</sup> Floor,

Main Market, Greater Kailash – II

New Delhi- 110048

Place: New Delhi

Date: 27.12.2018



Countersigned by the Chairman of  
United Drilling Tools Limited



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## ANNEXURE II

Disclosure of Event pursuant to Regulation 30 (2) read with sub-para 13 of Para-A of Part-A of Schedule III of SEBI (Listing Obligation & Disclosure Requirements), Regulations, 2015:

This is to inform you that the Company has conducted special businesses as specified below by way of Postal Ballot (including e-voting) in compliance with section 108 and 110 and other applicable provisions of the Companies Act, 2013 read with related Rules. The Company engaged the services of Central Depository Services Limited (CDSL) for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or through e-voting which was remained open from 27<sup>th</sup> November, 2018 at 09:00 a.m. and ended on 26<sup>th</sup> December, 2018 at 5:00 p.m.

The Company dispatched the postal ballot notices and forms along with postage prepaid business reply envelopes to its members whose names appears on the register of members as on cut-off date i.e. 16<sup>th</sup> November, 2018. The postal ballot notices were sent to all the members through permissible mode. The Company has also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable rules.

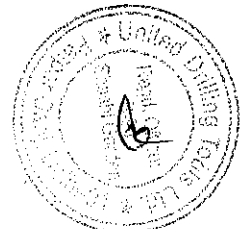
Mr. Akash Gupta, Practicing Company Secretary (ACS- 30099, CP No. 11038) was appointed as Scrutinizer for carrying out the Postal Ballot process (including E-voting) in fair and transparent manner.

Mr. Pramod Kumar Gupta is holding office as Chairman and Managing Director of the Company in terms of his reappointment approved by members at 35<sup>th</sup> Annual General Meeting held on 25.9.2017 for 5 years w.e.f. 21.12.2017 to 20.12.2022. During his tenure company has achieved growth in performance of the Company, improvements were noted in sales turnover, cost reduction, operational efficiencies and bottom line figures. In lieu of which board on recommendation of Nomination and Remuneration committee approved increase in his remuneration and place the same before shareholders for their approval.

Further, M/s P Mittal Manufacturing Pvt. Ltd., in which Mr. Pramod Kumar Gupta, Chairman and Managing Director and Mr. Kanal Gupta, Whole time director of the company is holding 100% of its voting capital and Mr. Kanal Gupta also holds directorship in it, approached the company, as they required the funds for expanding their business and as M/s P Mittal Manufacturing Pvt. Ltd. is entity covered under the category of "a person in whom any of the director of the company is interested" as per explanation to Section 185(2) of the Companies Act, 2013, therefore company in compliance of Section 185 of Companies Act, 2012, place the resolution w.r.t. Grant of loan before the shareholders of the company.

Further, the following resolutions were passed with the requisite majority through Postal Ballot Process (including e-voting):

1. Special Resolution for approving increase in remuneration of Mr. Pramod Kumar Gupta (DIN: 00619482), Chairman and Managing Director of the Company
2. Special Resolution for approving grant of loan.





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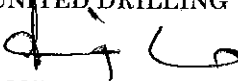
The scrutinizer's report was received and accordingly all the resolutions as set out in the notice were declared as passed w.e.f. 26<sup>th</sup> December, 2018.

Kindly take the same in your records.

Thanking You,

Yours Faithfully,

For UNITED DRILLING TOOLS LIMITED

  
PRAMOD KUMAR OJHA  
COMPANY SECRETARY  
M. NO. 8698

