NOTICE

NOTICE IS HEREBY GIVEN THAT the 43rd Annual General Meeting ('**AGM**') of the Members of United Drilling Tools Limited ('**the Company / UDTL**') will be held on Tuesday, the 23rd day of September, 2025 at 11:30 A.M. (IST) through Video Conferencing ('**VC**') / Other Audio Visual Means ('**OAVM**'), to transact following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors ('**the Board**') and Statutory Auditor's thereon;

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution.**

   "**RESOLVED THAT** the audited standalone financial statements of the Company for the Financial Year ended March 31, 2025 including Audited Balance Sheet as at March 31, 2025 and the statement of Profit & Loss, Cash Flow Statement and Statement of Change in Equity for the Financial year ended on that date and the report of the Board of Directors and Statutory Auditors thereon, as circulated to the members, be and are hereby considered and adopted;

   RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 including audited Balance Sheet as at March 31, 2025 and the Statement of Profit & Loss, Cash Flow Statement and Statement of Change in Equity for the Financial Year ended on that date and the report of Statutory Auditors thereon, as circulated to the members, be and are hereby considered and adopted;

   RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board', which term shall be deemed to include any Committee thereof, which may exercise its powers, including the powers, conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required to give effect to this resolution."

2. To consider and approve Final Dividend and also confirm two Interim Dividend(s) for the Financial Year ended March 31, 2025.

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**.

   "**RESOLVED THAT** Two (02) Interim Dividend(s) and also a Final Dividend of ₹0.60 paisa per Equity Share to the eligible Shareholders / Members, aggregating to ₹1.80/- only per equity share of ₹10/- each fully paid-up, as declared / recommended by the Board of Directors on 13.08.2024, 07.02.2025 and 29.05.2025, respectively for the FY ended March 31, 2025 be and are hereby confirmed and approved which was paid / to be paid out of disposable / distributable Profits of the Company for the said Financial Year 2024-25."

3. To appoint a Director in place of Shri Pramod Kumar Gupta, having DIN - 00619482, who retires by rotation and being eligible, offers himself for re-appointment.

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution.**

   "**RESOLVED THAT** pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Pramod Kumar Gupta (DIN - 00619482), Non-Executive Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. Appointment of M/s A P U & Company, Chartered Accountants (ICAI FRN - 019542N) as Statutory Auditors of the Company.

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution.**

   "**RESOLVED THAT** pursuant to the provisions of sections

139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and to consider the recommendation(s) of Audit Committee and thereupon approval granted by the Board of Directors of the Company, M/s A P U & Company, Chartered Accountants, (ICAI FRN - 019542N) be and is hereby appointed as Statutory Auditors of the Company to hold office for a first term (One Financial Year-2025-26) commencing from the conclusion of this 43rd AGM till the conclusion of 44th Annual General Meeting to be held in the year 2026, to examine and audit the accounts of the Company, on payment of such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors and the said statutory auditors;

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in this behalf) be and is hereby authorized and empowered to alter and vary the terms and conditions of appointment including remuneration etc., in such manner and to the extent possible, as may be mutually agreed with the Statutory Auditors;

RESOLVED FURTHER THAT the Board of Directors and/ or any person authorised by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

SPECIAL BUSINESS:

5. To consider the ratification of remuneration payable to the Cost Auditors of the Company for the financial year ending March 31, 2026.

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**.

   "**RESOLVED THAT** pursuant to the provisions of section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of ₹75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, payable to M/s Swati Chaturvedi, Practicing Cost Accountants, (Firm Registration Number: 100664), who have been appointed by the Board of Directors on the recommendation of Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Audit and Auditors) Rules, 2014 as amended, for the Financial Year ending March 31, 2026;

   RESOLVED FURTHER THAT the Board of Directors and/ or any person authorised by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

6. Appointment of M/s Balraj Sharma & Associates, Company Secretaries (Firm's UIN P2023DE097700) as Secretarial Auditors of the Company.

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution.**

   "**RESOLVED THAT** pursuant to the provisions of Sections 179(3) and 204 of the Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and to consider the recommendation of Audit Committee and thereupon approval granted by the Board of Directors of the Company, consent of the shareholders / members of the Company be and is hereby accorded for the appointment of M/s Balraj Sharma & Associates, Company Secretaries, having PR Certificate - 6262/2024 and ICSI FRN - P2023DE097700 as Secretarial Auditors of the Company for a period of two years to hold office from the conclusion of this 43rd AGM till the conclusion of 45th Annual General Meeting to be held in the year 2027, to conduct Secretarial Audit of the Company and to examine and report on the compliance of applicable laws as prescribed under Section 204(1) of the Companies Act, 2013 and Regulation 24A of SEBI (LODR) Regulations, 2015, and to issue an annual Secretarial Audit Report thereon;

RESOLVED FURTHER THAT the remuneration plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s Balraj Sharma & Associates and other terms and conditions of their appointment shall be mutually agreed between the Board of Directors and the said secretarial auditors;

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in this behalf) be and is hereby authorized and empowered to alter and vary the terms and conditions of appointment including remuneration etc., in such manner and to the extent possible, as may be mutually agreed with the Secretarial Auditors;

RESOLVED FURTHER THAT the Board of Directors and/ or any person authorised by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

7. Change in designation of Shri Pramod Kumar Gupta (DIN - 00619482) from Managing Director to Non-executive Director and continue to act as Chairman of the Company.

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special resolution.**

   "**RESOLVED THAT** pursuant to the provisions of Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the applicable provisions of Regulation 17 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other laws, rules, and regulations as may be applicable (including any statutory modification(s) or re-enactment thereof for the time being in force) and to consider the recommendation of Nomination and recommendation committee and thereupon approval granted by the Board of Directors, consent of the shareholders / members of the Company be and is hereby accorded to change the designation of Shri Pramod Kumar Gupta (DIN - 00619482) from Managing Director to Non-Executive and Non Independent Director of the Company with effect from August 12, 2025 and continue to serve the Company as Chairman of the Company, whose Office shall continue to be subject, liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company;

   RESOLVED FURTHER THAT all the existing terms and conditions relating to his appointment as Managing Director shall cease to apply from the said effective date and upon such change in designation, Shri Pramod Kumar Gupta (DIN - 00619482) shall cease to be in whole-time employment of the Company and shall accordingly no longer be entitled to receive any managerial remuneration or perquisites under Sections 196 and 197 of the Companies Act, 2013, with effect from August 12, 2025 and shall henceforth be treated as a Non-Executive Director of the Company, eligible only for sitting fees and reimbursement of expenses for attending meetings of the Board and its Committees as may be determined by the Board of Directors from time to time, in accordance with applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015;

   RESOLVED FURTHER THAT any director of the Company and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with, or incidental to, giving effect to the above resolution, including filing of the resolution/application(s) with the Registrar of Companies, NCT of Delhi & Haryana, and any other authority, if any and to comply with all requirements in this regards."

8. Change in designation of Mr. Kanal Gupta (DIN - 01050505) from Whole Time Director to Managing Director of the Company and Fixation of Remuneration.

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special resolution.**

   "**RESOLVED THAT** pursuant to the provisions of Section/s 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, as amended; Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014; and other applicable Regulations of the Listing Regulations, and all applicable guidelines issued by the Central Government from time to time, Articles of Association of the Company and such other approvals and to consider the recommendation of Nomination and Remuneration Committee ('NRC'), and thereupon approval granted by the Board of Directors, consent of the Shareholders / Members of the company be and is hereby accorded to change the designation of Mr. Kanal Gupta (DIN- 01050505) from Whole Time Director to Managing Director of the Company for the remaining period of tenure i.e; upto February 09, 2028 w.e.f. August 12, 2025 & also to continue receive payment towards remuneration beyond August 12, 2025, under extant limits permissible upto the term of appointment i.e; February 09, 2028 as Managing Director, whose Office shall not be liable to retirement by rotation, upon such terms and conditions as set out in the Explanatory Statement to this AGM, inter-alia:-

- **TENURE OF OFFICE:** August 12, 2025 to February 09, 2028 (both days inclusive).
- **SALARY** (including all Allowances & Perquisites): ₹4,00,000/- (Rupees Four Lakhs only) Per Month with effect from August 12, 2025, except excluded as per amended Schedule V of the Companies Act, 2013 such as Contribution to PF, Gratuity & Leave encashment, be deemed to be minimum remuneration under Schedule V of the Companies Act, 2013. This Salary, Remuneration shall continue to be paid to him within the overall ceiling of total managerial remuneration, as admissible under Section 197 of the Companies Act, 2013, as amended.
- **APPLICABLE BENEFITS:** Allowances, Perquisites, such other Benefits and Amenities as provided by UDTL for its Employees, from time-to-time under its policies; and
- For the purposes of calculating the above ceiling of remuneration, the Allowances, Perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rule, the same shall be evaluated on Actual Cost basis.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized in the interest of the Company to commend, alter or vary the above terms of his appointment, remuneration, etc., as they may, deem fit, for the unexpired Tenure of Office, from time-to-time, provided however that, the admissible remuneration (including that had been already disbursed / paid) must at all times be within the prescribed individual and /or overall limits / ceiling, as approved above;

RESOLVED FURTHER THAT in case Company has no profit or inadequate profits, the remuneration as set out in the explanatory statement annexed hereto shall also be the minimum remuneration payable to Mr. Kanal Gupta, pursuant to the applicable provisions of Section 197 of the Companies Act, 2013 read with Schedule V and any other enabling provisions of Companies Act, 2013, or any amendment thereto or modification thereof and the Rules, regulations or guidelines there under;

RESOLVED FURTHER THAT any Director of UDTL and / or Company Secretary of UDTL, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with, or incidental to, giving effect to the this resolution, including filing of the resolution/application(s) with the Registrar of Companies, NCT of Delhi & Haryana, and any other authority, if any and to comply with all requirements in this regard."

9. Appointment of Mr. Khitish Kumar Nayak (DIN – 02155949) as non-executive independent director of the company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution.**

"**RESOLVED THAT** Mr. Khitish Kumar Nayak (DIN – 02155949) , who was appointed by the Board of Directors as an Additional Director (Independent) of the Company with effect from August 12, 2025 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act"), and who is eligible for appointment, has submitted a declaration that he meets the criteria of independence as provided under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulations 16(1)(b), 17, 25 and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and to consider the recommendation of Nomination and Remuneration Committee and thereupon approval granted by the Board of Directors, consent of the shareholders / members of the Company be and is hereby accorded, to appoint Mr. Khitish Kumar Nayak (DIN – 02155949) as Non-Executive & Independent Director on the Board of the Company, whose office is not liable to retire by rotation, to hold office for a first term of five consecutive years upto August 11, 2030;

RESOLVED FURTHER THAT any director of the Company and/or company secretary of the Company, be and are hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with, or incidental to, giving effect to the above resolution, including filing of the resolution/application(s) with the Registrar of Companies, NCT of Delhi & Haryana, and any other authority, if any and to comply with all requirements in this regard."

10. Approve the related party transactions with Shri Pramod Kumar Gupta, Chairman-cum-Non-executive Director of the Company.

    To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution.**

    "**RESOLVED THAT** pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and pursuant to regulation 17(6) and regulation 23, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the Company's Policy on Related Party Transactions, and to consider the recommendation of Audit Committee and thereupon approval granted by the Board of Directors of the Company, consent of the shareholders / members be and is hereby accorded to enter into and/or continue to enter into contract(s)/transaction(s) with Shri Pramod Kumar Gupta, Chairman-cum-Non-Executive Director of the Company, which is a "Related Party" in terms of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, for availing of consultancy service(s) by the Company for the FY 2025-26 to support the Company's operations, enhance system performance, and resolve complex technical issues, shall be on terms outlined in the explanatory statement and the total consideration for the service(s) will not exceed the limits specified in the explanatory statement as mutually agreed, which will be carried out in the ordinary course of business and on an arm's length basis;

    RESOLVED FURTHER THAT the Board of Directors of the Company (including the Audit Committee) be and is hereby authorized to execute all necessary agreements, documents, instruments and also empowered to modify the terms and conditions of these contracts / arrangements / transactions and to resolve any questions, difficulties, or doubts that may arise in this regard;

    RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

For and on behalf of Board of
United Drilling Tools Ltd.

Sd/-
Anand Kumar Mishra
Company Secretary
M. No. FCS - 7207

Date: 12/08/2025
Place: New Delhi

Additional Information of Directors being appointed / re-appointed as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, in order of the items mentioned in the Notice

Name of Director – Shri Pramod Kumar Gupta (DIN - 00619482)		
1.	Reason for Change	Re-appointment due to retire by rotation and Change in designation from Chairman-cum-Managing Director to Chairman-cum-Non-executive Director as on the date of Notice
2.	Date of Birth	01-01-1948
3.	Nationality	Indian
4.	Brief Profile / Resume / Exp.	He is a well-known figure in the oil industry with over 44 years of extensive experience. His long-standing association with United Drilling Tools Limited since its inception has been instrumental in the Company's growth and development. Under his visionary leadership, the Company has successfully executed several critical projects in the oil and gas sector. His strategic guidance continues to play a vital role in driving innovation and operational excellence within the organization.
5.	Disclosure of Relationship	As on March 31, 2025, he is chairman cum managing director and Mr. Kanal Gupta, his son hold the position as Whole Time Director of the Company.
6.	Directorship / Membership in other listed entities	NIL
7.	No. of Shares Held in UDTL	1,43,63,800 Equity Shares of ₹10/- each

Name of Director – Mr. Kanal Gupta (DIN - 01050505)		
1.	Reason for Change	Change in designation from Whole Time Director to Managing Director as on the date of notice
2.	Date of Birth	27-10-1982
3.	Nationality	Indian
4.	Brief Profile / Resume / Exp.	Mr. Kanal Gupta has also demonstrated his leadership skills, accomplished the strategic targets within the defined timelines. Carrying a paragon of capability, expertise, and professionalism over the years, his areas of expertise include Domestic and International Sales, Customer Service, Business continuity planning, handle business project etc.
5.	Disclosure of Relationship	As on March 31, 2025, he is Whole Time Director and Mr. Pramod Kumar Gupta, his father hold the position as Chairman-cum-Managing Director of the Company.
6.	Directorship / Membership in other listed entities	Nil
7.	No. of Shares Held in UDTL	2,900 Equity Shares of ₹10/- each

Name of Director – Mr. Khitish Kumar Nayak (DIN - 02155949)		
1.	Reason for Change	Appointment as an Independent Director for first term started from the date of notice
2.	Date of Birth	28/08/1966
3.	Nationality	Indian
4.	Brief Profile / Resume / Exp.	Mr. Khitish Kumar Nayak is professional with an impressive 36 years of experience in the Oil and Gas industry, spanning a diverse range of roles, including Project Management, Production Optimization, HSE Compliance, Business Development, and Government Relations. He holds a B.Tech in Mechanical Engineering from VSSUT, Burla, Odisha, and has undergone several high-level management and technical training program globally.
5.	Disclosure of Relationship	Nil
6.	Directorship / Membership in other listed entities	Nil
7.	No. of Shares Held in UDTL	Nil

NOTES:

(i) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 5 to 10 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 3 cum 7 collectively, 8 & 9 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / re-appointment at this AGM are also annexed.

(ii) The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

(iii) In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2 / CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 and Circular SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories".

(iv) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

(v) In accordance with the aforesaid MCA Circulars and the SEBI Circulars, the Notice of the AGM along with Annual Accounts for FY 2024-25 are being sent ONLY through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/ Depositories/Depository Participants and a letter will be sent by the Company providing the web-link, including the exact path where complete details of the Integrated Report including the Notice of the AGM is available, to those shareholder(s) who have not registered their e-mail address with the Company/Registrar and Transfer Agent/ Depositories/Depository Participants. The Company shall send physical copy Annual Report for FY2024-25 to those Memberswho request for the same at Compsect@udtltd.com or raises request with the RTA –/s Beetal Financial & Computer Services Private Limited. mentioning their Folio No./DP ID and Client ID. The Notice convening the 43rd AGM along with the Annual Report for FY 2024-25 is also available on the website of the Company at www.Udtltd.com and websites of the Stock Exchanges where the securities of the Company are listed, i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

(vi) The Members may join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

(vii) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

(viii) In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.udtltd.com. The Notice can also be accessed from the websites of the Stock Exchanges. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

(xi) Since ensuing AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars and SEBI Circulars. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

(x) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (in PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote E-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to balrajsharmafcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

(xi) Pursuant to section 124 of the Companies Act, 2013, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 read with the relevant circular and amendments thereto ('IEPF Rules') the amount of Dividend which remaining unpaid or unclaimed for a period of seven years shall be transferred by the Company to the Investor Education and Protection Fund, constituted by the Central Government. Members who have not encashed their dividend warrants so far in respect of the aforesaid periods, are requested to make their claims to the Company Secretary of the Company, at the Company's Corporate Office, well in advance of due dates. Pursuant to the provisions of IEPF Authority, IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2025 on the website of the Company at www.udtltd.com and also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).

(xii) The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the IEPF-5 form for claiming the dividend and/or shares available on www.iepf.gov.in. For details, please refer to Corporate Governance Report which is a part of this Annual report.

(xiii) As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form, Members can contact the Company/RTA for assistance in this regard.

(xiv) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their Bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Mandates, Nominations, Power of Attorney, Change of address, Change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to our designated registrar i.e; M/s Beetal Financial & Computer Services Private Limited.

(xv) The Securities and Exchange Board of India (SEBI) has by its Circular No. **SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655** dated November 03, 2021, Circular No. **SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687** dated December 14, 2021 and Circular No. **SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37** dated March 16, 2023, **SEBI/HO/MIRSD/POD-1/P/CIR/2023/181** dated November 17, 2023 made it mandatory for all holders of physical Securities to furnish the copy of PAN, Nomination in form SH-13, Cancellation or change in Nomination in form SH-14, Updation of contact detail in form ISR-1, & updation of Bank account details in form ISR-2. In this regard, you may contact with our Company's designated Registrar & Share Transfer Agent (RTA) and / or to our Company's official.

(xvi) Mandatory updation of PAN, KYC, Bank details, and Specimen signature prior to processing the payment of Dividend, Pursuant to SEBI Master Circular No. SEBI/ HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 7, 2024 issued to the Registrar and Transfer Agents read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, SEBI Circular No. SEBI/ HO/MIRSD/ POD-1/P/CIR/2023/181 dated November 17, 2023, and other related SEBI Circulars, SEBI has mandated that, with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA. Relevant FAQs have been published by SEBI in this regard. We urge Members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the RTA. Towards this, the Company is sending letters to the Members holding shares in physical form, in relation to applicable SEBI Circular(s). Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs. Further, Members holding shares in physical form are requested to ensure that their PAN is linked to their Aadhaar card.

(xvii) SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the Company's website https://on.tcs.com/ODRPortal.

(xviii) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holding in one folio. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

(xix) Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act, and relevant documents referred to in the accompanying Notice and in the Explanatory Statements or the like are requested to write to the Company through email on compsect@udtltd.com. The same will be replied by the Company suitably.

(xx) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 17, 2025 to Tuesday, September 23, ¬2025 (both days inclusive) for Annual General Meeting.

(xxi) Since the AGM will be held through VC/OAVM, the question of providing Route Map to the venue of the meeting does not arise.

(xxii) The Company has fixed Tuesday, September 16, 2025 as the cut-off date for determining entitlement of members to final dividend for the FY ended March 31, 2025, if approved at ensuing AGM. If the final Dividend, as recommended by the Board, is approved at ensuing AGM, payment of such dividend subject to deduction of Tax at source, as per Income Tax Act , 1961 will be made on Friday, October 10, 2025 as under:- (i) To all Beneficial Owners in respect of shares held in de-mat form as per data as may be made available by the NSDL & CDSL collectively as Depositories as of end of day on Tuesday, September 16, 2025 (ii) To all members in respect of shares held in physical form after giving effect to valid transmission and transposition requests lodged with the RTA as of the close of business hours on Tuesday, September 16, 2025.

(xxiii) Pursuant to finance Act, 2020, dividend income is taxable in the hand of shareholders w.e.f April 1, 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to the shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the finance act, 2020 and the amendments thereof.

(xxiv) The shareholders are requested to update their PAN with the Depository Participants (DPs) (if shares held in dematerialized form) and/or the Company's designated RTA M/s Beetal Financial and Computers Services Limited (if shares are held in physical form).

(xxv) A Resident individual shareholder with PAN and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax, as the case may be, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to beetalrta@gmail.com, Shareholders are requested to note that if the PAN is not correct/ invalid/inoperative or have not filed their income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income-tax Act, as applicable and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department.

(xxvi) Non-resident shareholders [including Foreign Institutional Investors ("FIIs")/Foreign Portfolio Investors ("FPIs")] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents by e-mail to beetalrta@gmail.com.

(xxvii) The e-voting period commences at 10.00 a.m. on Saturday, September 20, 2025 and ends at 5.00 p.m. on Monday, September 22, 2025. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Tuesday, September 16, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(xxviii) The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut off-date of Tuesday, September 16, 2025.

(xxix) The Board of Directors of the Company have appointed M/s Balraj Sharma & Associates (ICSI PR Certificate: 6262/2024), Company Secretaries, New Delhi represented by Mr. Varun Sharma (Membership No. ACS-21011, CP No. 26768) as the scrutinizer to scrutinize the remote e-voting process as well as voting during the Annual General Meeting in a fair and transparent manner.

(xxx) The Scrutinizer shall after the conclusion of voting at AGM, unblock the votes casted through remote e-voting and voting at AGM and shall not later than two days submit a consolidated scrutinizer's report of the total votes cast in favour and against, if any, forthwith to the Chairman of the Meeting or any other person authorized by him.

(xxxi) The Results declared along with the scrutinizer's report shall be placed on the Company's website www.udtltd.com and on the website of CDSL within 48 hours of conclusion of the AGM of the Company and communicated to the NSE and BSE where Company's equity shares are listed.

Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013)

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 (‘**the Act**’), set out all the material facts relating to the businesses proposed to be transacted under Item No. 05, 06, 07, 08 09 & 10 of the accompanying Notice dated August 12, 2025.

ITEM NO. 05

Ratify the remuneration payable to the cost auditors of the Company for the financial year ending March 31, 2026

Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 provides for:

- Appointment of a Cost Accountant in practice, to conduct audit of cost records of a Company, by the Board of Directors on the recommendation of Audit Committee; and
- Ratification of remuneration payable to her by the members of the Company.

In terms of the aforesaid provisions, the Board of Directors of the Company at its meeting held on August 12, 2025 and based on the recommendation of Audit Committee had approved the appointment of M/s Swati Chaturvedi, Practicing Cost Accountants, (FRN - 100664) as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

The remuneration fixed for the said appointment is ₹75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor shall be ratified by the members of the Company.

Accordingly, consent of the Members is being sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out in Item No. 5 of this Notice for the approval of Members.

ITEM NO. 06

Appointment of M/s Balraj Sharma & Associates, Company Secretaries (Firm's UIN P2023DE097700) as Secretarial Auditors of the Company.

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended, and other applicable provisions of the Companies Act, 2013, each as amended, the Company is required to appoint Secretarial Auditors for a first term commencing from FY 2025-26, to conduct the Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations read with applicable SEBI Circulars.

Further clarified that every listed entity shall undertake a Secretarial Audit and annex the Secretarial Audit Report in Form MR-3 with the Annual Report, and such Secretarial Audit shall be conducted only by a firm of Practicing Company Secretaries holding a valid peer review certificate. The regulation further states that a firm of company secretaries shall be appointed for not more than two terms of five consecutive years, following which a cooling-off period of five years shall be observed before reappointment.

For identification of Secretarial Auditor, the Management had initiated the process and had detailed interactions with certain eligible audit firms and assessed them. As part of the assessment, the Management also considered the eligibility of M/s Balraj Sharma & Associates, a peer-reviewed firm of Practicing Company Secretaries, who is the Secretarial Auditor of the Company for the past 12 financial years.

M/s Balraj Sharma & Associates (ICSI PR Certificate: 6262/2024), Company Secretaries, New Delhi represented by Mr. Varun Sharma (Membership No. ACS-21011, CP No. 26768), a Delhi based firm of practicing Company Secretaries (hereinafter referred to as BSA) with over 40 years of experience in delivering professional services in a wide range of applicable laws and regulatory frameworks relevant to the Company, including the Companies Act, 2013 and allied Rules; the SEBI Act, 1992 and the regulations framed thereunder such as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; the Depositories Act, 1996; the Foreign Exchange Management Act, 1999 (to the extent applicable to cross-border transactions); the Secretarial Standards issued by the Institute of Company Secretaries of India; and other applicable corporate, environmental, industrial, economic, and labour laws governing the operations of the Company.

The Management evaluated the background, expertise and past performance of M/s Balraj Sharma & Associates as the Secretarial Auditors of the Company.

The Audit Committee considered the findings of the Management and has recommended to the Board, the appointment of M/s Balraj Sharma & Associates as the Secretarial Auditors of the Company for a first term of two years commencing from the conclusion of the ensuing 43rd Annual General Meeting, through the conclusion of 45th Annual General Meeting of the Company to be held in the year 2027, for conducting secretarial audit of the Company for the period beginning from FY 2025-26 till FY 2026-27.

The Board, at its meeting held on August 12, 2025, considered the recommendation of Audit Committee and clarified that M/s Balraj Sharma & Associates has demonstrated in-depth expertise in conducting Secretarial Audits, Due Diligence, Compliance Audits, and issuing statutory certifications under various applicable laws, approved the appointment of M/s Balraj Sharma & Associates as the Secretarial Auditors of the Company for a first term of Two consecutive financial years commencing from FY 2025–26 to FY 2026–27, subject to approval of the shareholders/members of the Company.

It is clarified that their previous engagement does not amount to a "term" of appointment under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "LODR Regulations").

M/s Balraj Sharma & Associates has given their consent to act as secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India and confirmed that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

The proposed remuneration to be paid to M/s Balraj Sharma & Associates, Practicing Company Secretaries, for conducting the Secretarial Audit of the Company for the FY 2025-26 is ₹1.55 lakhs (Rupees One Lakh Fifty-Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses.

In addition to the secretarial audit services, the Company may also engage the said firm for providing certifications under various statutory regulations, audit-related services, and other permissible non-secretarial audit services as may be required from time to time, for which separate remuneration shall be paid on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

The remuneration to be paid to Secretarial Auditors for the remaining term i.e; for FY 2026-27 shall be mutually agreed between the Board, based on recommendation(s) of the Audit Committee, and the Secretarial Auditors, from time to time. The remuneration for FY 2026-27 shall be decided considering changes in scope of audit and to meet inflationary costs for providing the audit service, if any. The Company will seek shareholder/members approval in case there is a material change in the remuneration of secretarial auditor owing to significant enhancement in scope of work.

Accordingly, based on the recommendations of the Audit Committee and the Board of Directors, consent of the Members is being sought to approve the aforesaid proposal for the appointment of M/s Balraj Sharma & Associates, Company Secretaries as Secretarial Auditors of the Company for the FY 2025-26 & 2026-27, taking into consideration the eligibility, qualifications, experience, and independent assessment of the firm, the expertise of its partners in providing secretarial audit-related services, the competency of its staff, and the Company's previous experience based on the evaluation of the quality of audit work performed by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends the ordinary resolution set forth in item no. 6 of this notice for the approval of members.

ITEM NO. 07

Change in designation of Shri Pramod Kumar Gupta (DIN - 00619482) from Managing Director to Non-executive Director and continue to act as Chairman of the Company.

Shri Pramod Kumar Gupta (DIN - 00619482) was re- appointed as the Chairman-cum-Managing Director of the Company at 40th Annual General Meeting of the Company for a further period of five (05) years beyond 20/12/2022 to 20/12/2027 by passing special resolution.

He has expressed his desire to step down from executive responsibilities, tendered his resignation on dated August 12, 2025 as Managing Director only and may continue contribute as Non-executive Director and serve the Company as Chairman of the Company.

In view of above, the nomination and remuneration committee ("NRC"/"committee") took note on the resignation tendered by Shri Pramod Kumar Gupta as Managing Director and placed on record its deep appreciation for Shri Gupta's outstanding leadership, strategic direction, and invaluable contributions during his tenure as Managing Director. Under his guidance, the Company has achieved substantial growth in revenue, operational performance, market expansion, corporate governance standards and stakeholder value creation.

While stepping down from executive responsibilities, the committee recommended to the Board, the Change in designation of Shri Pramod Kumar Gupta from Managing Director to Non-executive Director and continue to serve the Company as Chairman of the Company.

In his new role as Chairman-cum-Non-Executive Director, Shri Gupta will continue to provide his invaluable guidance and long-term strategic insights to the Board, ensuring the Company's continued growth and governance excellence and looks forward to his continued association in this new capacity and he shall no longer be entitled to received managerial remuneration, including allowance, perquisites, other benefits and amenities as provided by the Company to its whole time employees.

Shri Gupta is a well-known figure in the Global Oil Industry. Network of his acquaintances and relationships run across all geographies due to his warm personal style and long years of engineering, marketing experience (-44 years) in this industry. Shri Pramod Kumar Gupta has been associated with United Drilling Tools Ltd, ever-since its inception and has contributed significantly towards the growth of the Company by providing his leadership roles. He attributes his career success to hard-work and perseverance. He has completed his Masters' in Industrial Engineers from United States, and has a wide experience working for over a decade in the US Oil Drilling Industry.

Under his visionary leadership, the Company has successfully steered some of the most critical works in the oil sector within India, hence, the need to consider the change in designation of Shri Gupta from executive director to non-executive director of the Company.

Considering the above experience and qualities, the contributions made by him in growth of the Company and to consider the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 12, 2025, approved the change in designation of Shri Pramod Kumar Gupta, aged 77 years, subject to the approval of the Shareholders/members in ensuing Annual General meeting, whose office shall be liable to retire by rotation.

As a Non-Executive Director, he will not be involved in the day-to-day operations of the Company and will be entitled only to receive sitting fees and reimbursement of expenses incurred for attending Board and Committee meetings, in accordance with the provisions of the Companies Act, 2013, and the Company's policy for remuneration of non-executive directors.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity may continue the directorship of a person who has attained the age of seventy-five (75) years only upon the passing of a special resolution and the explanatory statement annexed to the notice for such resolution must include a justification for appointing such a person.

In compliance with the above, the Company had obtained the approval of shareholders/members at the 40th Annual General Meeting held on September 26, 2022, by passing a special resolution for the re-appointment of Shri Pramod Kumar Gupta as Chairman-cum-Managing Director (Executive Director) of the Company, pursuant to the applicable provisions of the Companies Act, 2013, Schedule V and the SEBI (LODR) Regulations, 2015, who has attained the age of 75 years.

Accordingly, based on the recommendations of the NRC Committee and thereupon approval granted by the Board of Directors, consent of the Members is being sought to approve the change in designation of Shri Pramod Kumar Gupta, aged 77 years, from Chairman-cum-Managing Director to Chairman-cum-non executive director of the Company and the said designation be effective from August 12, 2025 whose office liable to retire by rotation.

Save and except Shri Pramod Kumar Gupta and Mr. Kanal Gupta, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the special resolution set out in item No. 7 of this notice for the approval of the members.

ITEM NO. 08

Change in designation of Mr. Kanal Gupta (DIN - 01050505) from Whole Time Director to Managing Director of the Company and Fixation of Remuneration.

Mr. Kanal Gupta was re-appointed as Whole-time Director of the Company for a period of five years, commencing from February 10, 2023 to February 09, 2028 (both days exclusive), pursuant to the special resolution passed by the Shareholders/Members of the Company through Postal Ballot, as set out in the notice February 11, 2023, which was duly approved with the requisite majority on May 05, 2023.

Consequent to the cessation of Shri Pramod Kumar Gupta as Managing Director of the Company, the nomination and remuneration committee, in its meeting held on August 12, 2025, considered to designate Mr. Kanal Gupta as Managing Director of the Company in place of whole time director of the Company for the remaining period of tenure i.e; upto February 09, 2028.

The position of Managing Director entails significant responsibilities requiring strategic planning, visionary leadership, techno-commercial expertise, and a comprehensive understanding of the Oil and Gas industry. Mr. Kanal Gupta, with his vast experience in marketing, corporate management, and particularly in the oil and gas sector, has been successfully serving as the Whole-time Director of the Company and has demonstrated strong leadership and operational excellence.

Mr. Kanal Gupta has built an extensive network of professional relationships across geographies through his warm personal style and long-standing engagement in the oil and gas sector and has been associated with United Drilling Tools Limited (UDTL) from the past 17 years during which he has played a vital role in the overall growth and expansion of the Company and has significantly strengthened its engagement with both international and domestic customers, thereby reinforcing its position as a reliable, innovative, and growth-oriented player in the Indian & global oil and gas industry.

The Nomination and Remuneration Committee (NRC), after evaluating Mr. Kanal Gupta's qualifications, experience, and leadership capabilities in line with Board-approved criteria, recommended to change in designation of Mr. Kanal Gupta from whole time director to Managing Director of the Company. Based on this recommendation, the Board of Directors, at its meeting held on August 12, 2025, approved to change the designation of Mr. Kanal Gupta from Whole Time Director to Managing Director for a remaining period of tenure as whole time director i.e; upto February 09, 2028 effective from August 12, 2025, subject to the approval of shareholders/members in the ensuing Annual General meeting.

The change in designation is proposed pursuant to the provisions of Section 196, read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as well as Regulation 17(6) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received all the applicable statutory disclosures / declarations including consent, in writing, to act as Managing Director and designated as Key Managerial Personnel, he is not disqualified under the Act.

Considering the experience, leadership qualities, and his significant contributions to the growth of the Company, the Board of Directors, at its meeting held on August 12, 2025, based on the recommendation of Nomination and Remuneration Committee, also approved his remuneration of ₹4,00,000/- (Rupees Four Lakhs only), per month and other benefits and entitlements as per the Company's policies. The remuneration also includes the provision for payment of minimum remuneration in the event of no profit or inadequate profit, in accordance with Section II of Part II of the amended Schedule V of the Companies Act, 2013, or any statutory modification or re-enactment thereof.

Name & Designation	Period of appointment / re-appointment	Salary including allowances & perquisites per month (₹)
Mr. Kanal Gupta (Managing Director)	August 12, 2025 to February 09, 2028	Upto ₹4,00,000/- per month

The above monthly remuneration shall include all perquisites and allowances except excluded as per amended schedule V of Companies Act, 2013 such as:

(a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

(b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

(c) Encashment of leave at the end of the tenure.

The above remuneration as aforesaid to be allowed to Managing Director shall be subject to such limits for this remuneration as laid down by the Companies Act, 2013 as amended from time to time.

The Scope and quantum of remuneration and perquisites specified hereinabove, may be fixed, enhanced, enlarged, decreased, widened, altered or varied by the Board of Directors in the light of and in conformity with any amendments to the relevant provisions of the Companies Act and / or the rules and regulations made there under and / or such guidelines as may be announced by the Central Government from time to time.

The office of Mr. Kanal Gupta, aged 43 years, is not liable to retire by rotation pursuant to Article 64A of Articles of Association of the Company.

STATEMENT PURSUANT TO SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I.	**General Information**	
(1)	Nature of Industry	UNITED DRILLING TOOLS LTD is one of the world's leading manufacturers of high quality products used in the upstream operations. We are the manufacturers of Large OD high performance connectors and casing pipes, wireline winches, gas lift equipments and downhole tools in the world. The production facilities are specially adapted to manufacture standard precision equipments and special tools of international standards as per customer's particular specifications.
(2)	Date or expected date of commencement of commercial production	The Company commenced its commercial production on 30.05.1986.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable

(4)	**Financial performance based on given indicators (₹In Cr.)**	**2024-25**	**2023-24**	**2022-23**	**2021-22**
	Paid up Capital	20.30	20.30	20.30	20.30
	Revenue from operation	175.09	138.08	119.34	164.42
	Profit after tax	14.92	9.17	10.18	50.36
	EPS (Basic)	7.33	4.53	4.98	24.80

(5)	Foreign investments or collaborations, if any	The Company has not entered into any Foreign collaborations, if any but foreign investment has been made into the Company in the form of NRI shareholders / members
II.	**Information about the appointees**	
(1)	Background details	Mr. Kanal Gupta having around 17 years' experience in the Business administration, marketing and operations, particularly in Oil and Gas Industry. Mr. Kanal Gupta has been a valued member of the UDTL's Board & its Committee's. He has made immense contribution, services and continuous endeavours towards the achievement of organizational goals and carried out his responsibilities diligently. He is self-made business-man, done exceedingly well in his working span. He is fully, dedicated, involved with the UDTL's projects and solely very confidently heading the operations. He is ideally suited for the job and having vast experience of Corporate Management and particularly of oil industry and successfully working as an Whole –Time Director of the Company
(2)	Past remuneration	₹4,00,000/- per month including all perquisite, allowances and other benefits
(3)	Recognition or awards	None
(4)	Job profile and his suitability	The role of Managing Director requires strategic vision, strong leadership, techno-commercial expertise, and a deep understanding of the oil industry's operations and market dynamics. It also demands the ability to drive growth, manage stakeholder relationships, and strengthen the Company's domestic and international presence. Mr. Kanal Gupta, with over 17 years of experience in international marketing, and corporate management, has consistently demonstrated these capabilities. His extensive industry knowledge and global network have significantly contributed to the Company's success. As Whole-time Director, he has shown strong leadership and a strategic approach aligned with the Company's goals. Therefore, Mr. Kanal Gupta is highly suited for the role of Managing Director.

(5)	Remuneration proposed	The details of remuneration are set out above in Explanatory statement.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The salary proposed to be paid is in line with current industry standards based upon size and operations of company.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	He is son of Shri Pramod Kumar Gupta, Chairman Cum Non-executive director of the Company as on the date of notice holds approx. 70% of equity shares of the company. Besides the remuneration proposed to be paid to Mr. Kanal Gupta, he does not have any pecuniary relationship with the Company or relationship with any other managerial personnel.
III.	**Other information**	
(1)	Reasons of loss or inadequate profits	Factors such as general economic slowdown and consequent adverse market costs and high financial cost have severally affected the margins for products manufactured by the company.
(2)	Steps taken or proposed to be taken for improvement	The company has initiated steps as cost control, borrowing, at cheaper rates and improving efficiency etc. Though the prices of raw materials and products are influenced by the external factors. The Company is making all possible efforts to improve the margins.
(3)	Expected increase in productivity and profits in measurable terms.	The Company is very conscious about improvement in productivity and undertakes constant measure to improve it. Looking at the past performance and efforts being made during the year, the Company is expecting to achieve increase in productivity as well as in profits of the Company.

Brief Information of Director seeking appointment

In pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 (SS-2)

Name of Director	Mr. Kanal Gupta
DIN	01050505
Date of Birth	27/10/1982
Age	43 years
Nationality	Indian
Date of First Appointment on the Board	28/02/2015
Qualifications	MBA in Finance and International Marketing
Experience	Mr. Kanal Gupta having around 17 years' experience in the Business administration, marketing and operations, particularly in Oil and Gas Industry.
Number of shares held in the Company	2,900 Equity Share of ₹10/ each
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn	**T&C of Appointment** – Change in designation from Whole time Director to Managing Director effective from August 12, 2025 upto February 09, 2028. **Proposed remuneration** - ₹4.00 Lakh per month including all perquisites and allowances. **Remuneration last drawn** - ₹4 Lakh per month including all perquisites and allowances (as per schedule V of the Companies Act, 2013- as it was case of inadequate profitability)
Number of Meetings of the Board attended during the financial year 2024-25	No. of meeting held – 05 No. of meeting attended - 04
Disclosure of relationships between directors inter-se	Mr. Kanal Gupta is Son of Shri Pramod Kumar Gupta, Chairman-cum-Non-executive Director of the Company as on the date of notice.
Disclosure of relationship with Manager and other Key Managerial Personnel of the company	No
Names of listed entities* in which he holds the directorship and the membership of the Committees of the Board (i.e., Audit Committee/ Nomination and Remuneration committee)	Nil

Accordingly, based on the recommendations of the NRC Committee and thereupon approval granted by the Board of Directors, consent of the Members is being sought to approve and change in designation of Mr. Kanal Gupta, aged 43 years, from Whole Time Director to Managing Director with effect from August 12, 2025 upto February 09, 2028 whose office shall not be liable to retire by rotation and continue to receive payments towards remuneration.

Save and except Shri Pramod Kumar Gupta and Mr. Kanal Gupta, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the special resolution set out in item No. 8 of this notice for the approval of the members.

ITEM NO. 09

Appointment of Mr. Khitish Kumar Nayak (DIN – 02155949) as non-executive independent director of the company.

The Board of Directors of the Company at its Meeting held on August 12, 2025 based on the recommendations of Nomination and Remuneration Committee had approved the appointment of Mr. Khitish Kumar Nayak (DIN - 02155949) as an Additional Director (Independent), not liable to retire by rotation, for a first term of five years effective from August 12, 2025 to August 11, 2030, subject to the approval of shareholders/members of the Company.

Pursuant to the provisions of Section 161(1) of the Act, the appointment of additional director shall valid up to the date of next Annual General Meeting ("AGM") and are eligible to be appointed as Directors. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing their candidature for the office of Directors. The Company has received declarations and consent from Mr. Khitish Kumar Nayak (DIN – 02155949) to the effect that he meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and he is not disqualified from being appointed as an Independent Director.

Further, in terms of Regulation 25(8) of the Listing Regulations, Mr. Khitish Kumar Nayak has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Non-Executive Director of the Company without any external influence.

Mr. Khitish Kumar Nayak has confirmed that he is not disqualified from being appointed as Director under the provisions of Section 164 of the Act and has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mr. Nayak has also confirmed that he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a confirmation that he will devote the time required to discharge his roles, duties and responsibilities as an Independent Non-Executive Director of the Company.

In opinion of the Board of Directors, Mr. Nayak is a person of integrity and fulfils the conditions specified under the Act read with Rules there under and the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and his appointment is in the interest of the Company.

Mr. Khitish Kumar Nayak is professional with an impressive 36+ years of experience in the Oil & Gas industry, spanning a diverse range of roles, including Project Management, Production Optimization, HSE Compliance, Business Development, and Government Relations. He holds a B. Tech in Mechanical Engineering from VSSUT, Burla, Odisha, and has undergone several high-level management and technical training program globally.

Throughout his career, Mr. Nayak has demonstrated exceptional leadership, successfully managing large-scale operations, optimizing production processes, and enhancing business development initiatives. His experience in working with leading companies such as Sanron Energy, Vedanta Ltd (Cairn Oil & Gas) and KIRI Group and overseen multiple successful projects, such as the revival of Bhandut Oil Field and various exploration projects across India and abroad, showcasing his capability to deliver results under pressure and manage complex, high-value projects.

Given his wealth of experience, strategic expertise, and a proven track record of ethical leadership, the Board believes that Mr. Nayak will be an invaluable addition to the Company as an Independent Director of the company. His guidance will significantly enhance the Company's governance framework, ensure adherence to the highest standards of corporate ethics, and provide expert oversight in driving future business growth.

The Nomination and Remuneration Committee has evaluated the appointment of Mr. Khitish Kumar Nayak as an Independent Director of the Company, in line with the criteria specified in the Companies Act, 2013 and the Listing Agreement. The Committee, after reviewing qualifications, professional experience, and track record, is of the opinion that he possesses the requisite skills, expertise, and integrity to contribute meaningfully to the governance and strategic direction of the Company.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee ("NRC") and thereupon approval granted by the Board of Directors, consent of the Members is being sought to approve the appointment of Mr. Khitish Kumar Nayak as Non-Executive Independent Director for a first term of 5 consecutive years effective from August 12, 2025, whose office not liable to retire by rotation.

Save and except Mr. Nayak and their respective relatives, are concerned or interested, in the resolution relating to their own appointment. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the special resolution set out in item No. 9 of this notice for the approval of the members.

ITEM NO. 10

Approve the related party transactions with Shri Pramod Kumar Gupta, Chairman-cum-Non-executive Director of the Company.

The Board of Directors proposes to enter into a contract/ arrangement with Shri Pramod Kumar Gupta, Chairman-cum-Non-Executive Director of the Company, for availing technical consultancy and advisory services in a non-executive capacity. Shri Pramod Kumar Gupta is a "Related Party" as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the proposed transaction is categorized as a Related Party Transaction.

As per Section 188(1)(f) of the Companies Act, 2013, appointment of a related party to any office or place of profit in the Company requires prior approval of the shareholders. An individual is deemed to hold a place of profit if he receives remuneration from the Company beyond what is payable to him as a director (excluding sitting fees). Since Shri Pramod Kumar Gupta, being a related party, is proposed to be remunerated for rendering consultancy services in addition to his role as a Non-Executive Director, the proposed arrangement constitutes holding a place of profit. Furthermore, in terms of Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, where the monthly remuneration exceeds ₹2.5 lakh, approval of the shareholders/ members is mandatory.

Further Section 188(1)(d) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the SEBI LODR Regulations, any transaction with a related party which is material in nature requires prior approval of shareholders and under Regulation 17(6)(a) and 17(6)(ca) of the SEBI LODR Regulations, shareholders' approval is also required for payment of fees or compensation to non-executive directors, including promoters, in excess of prescribed thresholds.

Shri Gupta is a highly qualified and experienced professional, having over four decades of leadership experience in India and abroad, particularly in the Oil Drilling Equipment Sector. He has been associated with the Company since its inception in 1986, having served in key executive roles, including as the Chairman-cum-Managing Director, and holding a B.E. from BIT Ranchi, an M.S. from Kansas State University, USA and is also a certified Professional Engineer and member of various esteemed professional bodies in the USA.

Given his vast experience, strategic insight, and technical expertise, the Company proposes to engage Shri Gupta for light technical consultancy services to support its ongoing business growth and technological advancement initiatives. His guidance will be instrumental in enhancing product innovation in areas such as large OD high-performance connectors and casing pipes, wireline winches, gas lift equipment, and down-hole tools.

The consultancy will also aid in aligning the Company's international business strategy, R&D integration, and global technology adoption to deliver high-value solutions for the Exploration and Production sector. This engagement will help the Company continue offering precision-engineered equipment and services of international standards, while reinforcing its commitment to quality, innovation, and customer-centric growth. His role will be advisory in nature, and he will not be involved in the day-to-day management or operational affairs of the Company.

The proposed engagement shall be for a period of one year, at professional fee of ₹12,40,000/- (Rupees Twelve Lakh Forty Thousand only) per month, on such terms as may be approved by the Audit Committee and the Board of Directors.

Accordingly, based on the recommendation of Audit Committee and thereupon approval granted by the Board of Directors, consent of the Members is being sought to approve the related party transaction(s) with Shri Pramod Kumar Gupta to provide the consultancy service(s), including technical and advisory assistance at a fixed professional fess of ₹12,40,000/- per month for the FY 2025-26.

Save and except Shri Pramod Kumar Gupta and Mr. Kanal Gupta, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the special resolution set out in item No. 10 of this notice for the approval of the members.

For and on behalf of Board of
United Drilling Tools Ltd.

Sd/-
Anand Kumar Mishra
Company Secretary
M. No. FCS - 7207

Date: 12/08/2025
Place: New Delhi

Annexure to Notice under Regulation 23(4) of the SEBI Listing Regulations read with SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and other applicable laws:

Related Party transactions with Shri Pramod Kumar Gupta

Sr. No.	Description	Particulars
1.	Name of the related party	Shri Pramod Kumar Gupta
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Shri Pramod Kumar Gupta, Director of the Company, is classified as a related party in terms of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Ind AS 24.
3.	Type of the proposed transaction	Providing technical consultancy services to the Company
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract / arrangement	The Consultancy Agreement has been entered between United Drilling Tools Ltd. and Shri Pramod Kumar Gupta to provide consultancy service(s), including technical and advisory assistance in the normal course of business and on terms and conditions generally prevailing in the industry. The monetary value of the transactions under the said agreement shall not exceed ₹1,48,80,000/- (Rupees One Crore Forty-Eight Lakh Eighty Thousand only) during the contractual period, which shall be for a duration of up to one year for the FY 2025-26. The agreement is on an arm's length basis and in the interest of the Company.
5.	Particulars of the proposed transaction	As provided in Sr. No. 03
6.	Tenure of the transaction	Contractual commitments expected for a tenure of 1 (One) years i.e; FY 2025-26
7.	Value of the proposed transaction	As provided in Sr. No. 04
8.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Value of the proposed transaction represents 0.85% (approx.) of the consolidated turnover of the Company for FY 2024-25
9.	Justification of the proposed transaction	Shri Gupta is a highly qualified and experienced professional, having over four decades of leadership experience in India and abroad, particularly in the Oil Drilling Equipment Sector. Given his vast experience, strategic insight, and technical expertise, the Company proposes to engage Shri Gupta for light technical consultancy services to support its ongoing business growth and technological advancement initiatives. His guidance will be instrumental in enhancing product innovation in areas such as large OD high-performance connectors and casing pipes, wireline winches, gas lift equipment, and down-hole tools.
10.	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.
11.	Name of the Director or Key Managerial Personnel, who is related	Shri Pramod Kumar Gupta (DIN - 00619482) and Mr. Kanal Gupta (DIN – 01050505)
12.	Any Other relevant Information	All info are part of the Explanatory Statement forming part of the notice.

CDSL e-Voting System – For e-voting and Joining Virtual meetings

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at WWW.UDTLTD.COM. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this **Ministry's General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on September 20, 2025 at 10:00 AM and ends on September 22, 2025 at 05:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 16, 2025 of September 16, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider** name and you will be re-directed to **e-Voting service provider** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compsect@udtltd.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compsect@udtltd.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compsect@udtltd.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

   If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.