UNITED DRILLING TOOLS LIMITED

Corporate Identification Number (CIN): L29199DL1985PLC015796
Registered Office: 139A, 1st Floor, Antriksh Bhawan, 22,
Kasturba Gandhi Marg, New Delhi- 110 001
Tel. No: 0120- 4842400, **E-mail:** compsect@udtltd.com, **Website:** www.udtltd.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and MCA Circulars)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 , General Circular No. 09/2024 dated September 19, 2024, read with other relevant circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), to transact special businesses as set out hereunder by passing Ordinary & Special Resolution(s) and by way of postal ballot only, by voting through electronic means ('remote e-Voting').

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the Statement pertaining to the said Resolutions setting out inter alia the information as required under the SEBI Listing Regulations, SEBI Master Circular dated October 13, 2025, 2024 and the SEBI Listing Regulations, SEBI Master Circular dated November 11, 2024 read with the SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 along with the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transaction (RPT)", other material facts and the reasons/rationale thereof ('Statement') is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms an integral part of this Notice.

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 Friday, February 20, 2026.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing remote e-Voting facility to its Members.

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In compliance with the MCA Circulars, United Drilling Tools Limited ('Company') is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/its Registrar and Transfer Agent/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

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 in a fair and transparent manner.

The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at https://www.udtltd.com/postal-ballot/ and on the website of CDSL at https://www.evotingindia.com/.

Members desiring to exercise their vote by using e-voting facility are requested to carefully read and follow the instructions in the Notes under the Section 'Voting through electronic means'.

The Scrutinizer will submit his report to the Chairperson of the Company or to any other person authorized by the Chairperson in writing, and the result of the voting by Postal Ballot will be declared and announced within the stipulated timelines, at the noticeboard of the corporate office and registered office of the Company and will also be displayed on the website of the Company at www.udtltd.com and website of CDSL at www.evotingindia.com, besides being communicated to the Stock Exchanges i.e; BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

SPECIAL BUSINESS

Item No. 1 Re-appointment of Mr. Ved Prakash Mahawar (DIN: 07208090) 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 pursuant to the provisions of Sections 149, 152 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder, as amended from time to time, and pursuant to Regulations 16(1)(b), 17, 25(2A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations and subject to any other applicable laws, rules, regulations or guidelines (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and that of the Board of Directors, **Mr. Ved Prakash Mahawar**

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(DIN: 07208090), who was appointed as Non-Executive & Independent Director at the 39th Annual General Meeting of the Company for the first term of Five consecutive years effective from June 25, 2021 till June 24, 2026, and who being eligible for re-appointment, has submitted a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby **re-appointed as Non-Executive & Independent Director** of the Company, not liable to retire by rotation, to hold office for a **second term of five (5) consecutive years commencing from June 25, 2026 upto June 24, 2031** (both days inclusive);

RESOLVED FURTHER THAT any Director and / or the Company Secretary-cum-Compliance Officer of UDTL be and are hereby severally authorised to do all such act/s, deed/s and thing/s, including MCA filing/s and any other applicable regulatory authority (or) the like, if any, and to comply with all requirements in this regard and to take all such steps, as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

Item No. 2 Re-appointment of Mrs. Preet Verma (DIN: 09124335) as Non-Executive & Independent Women 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 Sections 149, 152 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder, as amended from time to time, and pursuant to Regulations 16(1)(b), 17, 25(2A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations and subject to any other applicable laws, rules, regulations or guidelines (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and that of the Board of Directors, **Mrs. Preet Verma (DIN: 09124335)**, who was appointed as Non-Executive & Independent Women Director at the 39th Annual General Meeting of the Company for the first term of Five consecutive years effective from June 25, 2021 till June 24, 2026, and who being eligible for re-appointment, has submitted a declaration confirming that she meets the criteria of independence as provided under Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby **re-appointed as Non-Executive & Independent Women Director** of the Company, not liable to retire by rotation, to hold office for a **second term of five (5) consecutive years commencing from June 25, 2026 upto June 24, 2031** (both days inclusive);

RESOLVED FURTHER THAT any Director and / or the Company Secretary-cum-Compliance Officer of UDTL be and are hereby severally authorised to do all such act/s, deed/s and thing/s, including MCA filing/s and any other applicable regulatory authority (or) the like, if any, and to comply with all requirements in this regard and to take all such

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steps, as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

Item No. 3 Approve Related Party Transactions with M/s Oil Drilling Consultancy Services, a sole Proprietorship firm of Shri Pramod Kumar Gupta, 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** existing contract(s)/ arrangement(s)/ transaction(s) or modification(s) of earlier contract(s)/ arrangement(s)/ transaction(s), or as fresh and independent transaction(s) or otherwise, with **M/s Oil Drilling Consultancy Services**, a sole Proprietorship firm of Shri Pramod Kumar Gupta, 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 period April 01, 2026 upto September 30, 2026 to support the Company's operations, enhance system performance, and resolve complex technical issues and these transactions, whether by way of an individual transaction or series of transaction(s) taken together or otherwise, 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 any Director (including the Audit Committee) and / or the Company Secretary-cum-Compliance Officer of UDTL be and are hereby severally authorised 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 and to do all such act/s, deed/s and thing/s, including MCA filing/s and any other applicable regulatory authority (or) the like, if any, and to comply with all requirements in this regard and to take all such steps, as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto;

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

Item No. 4 Approve Material Related Party Transactions with M/s Parveen Industries Private Limited

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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 that of Board of Directors of the Company, consent of the shareholders / members of the Company be and is hereby accorded to the Company **to enter into or continue to enter** existing material contract(s)/ arrangement(s)/ transaction(s) or modification(s) of earlier contract(s)/ arrangement(s)/ transaction(s), or as fresh and independent transaction(s) or otherwise, with **M/s Parveen Industries Private Limited**, which is a 'Related Party' under Section 2(76) of the Companies Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the financial year 2025-26 & 2026-27, these transactions, whether by way of an individual transaction or series of transaction(s) taken together or otherwise, shall be on terms outlined in the explanatory statement and as mutually agreed and total value of these transactions will not exceed the limit specified in the explanatory statement and will be carried out in the ordinary course of business and on an arm's length basis;

RESOLVED FURTHER THAT any Director (including the Audit Committee) and / or the Company Secretary-cum-Compliance Officer of UDTL be and are hereby severally authorised 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 and to do all such act/s, deed/s and thing/s, including MCA filing/s and any other applicable regulatory authority (or) the like, if any, and to comply with all requirements in this regard and to take all such steps, as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto;

RESOLVED FURTHER THAT all actions taken by the Board, including 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
United Drilling Tools Limited

Date – 14/02/2026
Place – Noida

United Drilling Tools Ltd. New Delhi CIN L74210DL1985PLC015746

Kanal Gupta
Managing Director
DIN - 01050505

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013, Secretarial Standards ('SS-2') on General Meetings issued by The Institute of Company Secretaries of India ('ICSI') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), as amended, pertaining to the resolution setting out the material facts and the reasons for the proposed special resolution(s) thereof are annexed hereto.

2. In accordance with MCA circulars, this postal ballot notice along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those members whose names appear on the Register of Members / List of beneficial owners as on **Friday, February 20, 2026` ("Cut-Off date")** received from the Depositories and whose email ID is registered with the RTA / Depository Participants. Physical copies of this notice, postal ballot forms and pre-paid business envelopes are not being sent to the members for this postal ballot.

3. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the **Cut-Off Date** will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

4. The Company has appointed Central Depository Services (India) Limited ('CDSL') for facilitating e-voting to enable the Members to cast their votes electronically.

5. The manner of voting through remote e-voting as per the facilities arranged by the Company, Members are requested to read the instructions under the section "**PROCESS AND MANNER OF VOTING BY ELECTRONIC MEANS**" of this Notice.

6. The vote in this Postal Ballot cannot be exercised through proxy.

7. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

8. The **e-voting period commences at 10:00 a.m. (IST) on Sunday, March 01, 2026** and **ends at 5:00 p.m. (IST) on Monday, March 30, 2026.**

9. Mr. Varun Sharma (ICSI Membership No. ACS-21011, CP No. 26768), Partner of M/s Balraj Sharma & Associates, Company Secretaries (ICSI PR Certificate: 6262/2024), had appointed as Scrutinizer for conducting this Postal Ballot through remote e-voting process in a fair and transparent manner who had also communicated their willingness to be appointed for the said purpose.

10. The Scrutinizer, immediately after the conclusion of voting, shall unblock the votes cast through remote e-voting. Upon completion of scrutiny of the remote e-voting, the Scrutinizer shall submit his report to the Chairman or any other person authorized by him. The **results of the Postal Ballot** will be announced by the Chairman or person

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authorized on **Tuesday, March 31, 2026.** The said results along with Scrutinizer's report will also be uploaded on the Company's website and the website of Stock Exchange(s).

11. The resolution, if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by means of Postal Ballot i.e; remote e-voting, shall be deemed to have been passed on the **last date** specified by the Company for remote e-voting i.e; **Monday, March 30, 2026.**

12. All documents referred to in this Notice will also be available electronically for inspection by the members from the date of circulation of this Notice upto the last date of remote e-voting. Members seeking to inspect such documents, can send an e-mail to compsect@udtltd.com from their registered email ID.

13. The concerned members are requested to furnish the requisite documents / details / information at earliest in the prescribed forms. You can download the prescribed **Forms** from our Company's website i.e; WWW.UDTLTD.COM.

14. Members who have not registered / updated their email address are requested to register / update the same (i) in case of shares held in demat mode, as per the process advised by concerned Depository Participants; and (ii) in case shares held in physical mode, by emailing to the RTA in the prescribed form ISR-1 along with requisite forms at maheshcp@alankit.com or surinderks@alankit.com.

15. Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 18, 2018 and Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 mandated the holders of physical shares to convert their shares to De-mat form at the earliest;

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PROCESS AND MANNER OF VOTING BY ELECTRONIC MEANS

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 **Sunday, March 01, 2026 at 10:00 AM** and ends on **Monday, March 30, 2026 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 **Friday, February 20, 2026** of March 31, 2026 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.

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Pursuant to above-said SEBI Circular, Login method for e-Voting **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 & New System Myeasi Tab. **2)** After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 & New System Myeasi Tab and then click on registration option. **4)** Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. **2)** If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select

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	"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.
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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

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 22 55 33
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 toll free no.: 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.

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(v) Login method for Remote e-Voting 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 <United Drilling Tools Limited> 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.

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 on **COMPSECT@UDTLTD.COM** / RTA on **BEETALRTA@GMAIL.COM**.
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 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 22 55 33.

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 at toll free no. 1800 21 09911

United Drilling Tools Ltd. New Delhi

EXPLANATORY STATEMENT

[Pursuant to section 102(1) of Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) rules, 2014]

The following explanatory statement set out all the material facts relating to the business proposed to be transacted of the accompanying notice dated February 14, 2026.

Item No. 1 Re- appointment of Mr. Ved Prakash Mahawar (DIN: 07208090) as Non-Executive & Independent Director of the Company.

As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director can hold office for a term of up to five consecutive years on the Board of a Company and is eligible for re-appointment for an additional term of five consecutive years, subject to the passing of a prior special resolution by the Company. **Mr. Ved Prakash Mahawar (DIN: 07208090),** who was appointed as Non-Executive & Independent Director at the 39th Annual General Meeting of the Company for his first term effective from June 25, 2021 till June 24, 2026 and he will complete his first term as Non-Executive & Independent Director on June 24, 2026.

The Nomination and Remuneration Committee of the company on the basis of the report of performance evaluation, has recommended the re-appointment of **Mr. Ved Prakash Mahawar (DIN: 07208090),** as Non-Executive & Independent Director for a second term of 5 (five) consecutive years effective form **June 25, 2026 upto June 24, 2031** (both days inclusive).

The Board of Directors, pursuant to the performance evaluation carried out in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, and based on the recommendation of the Nomination and Remuneration Committee, has undertaken a comprehensive review of the performance and overall contribution of Mr. Ved Prakash Mahawar during his tenure as Non-Executive and Independent Director of the Company.

While conducting such evaluation, the Board has taken into account his professional qualifications, vast industry experience, domain knowledge, integrity, independence of judgment, and the constructive and strategic guidance provided by him to the management and fellow Board members. The Board has particularly appreciated his active participation in the meetings of the Board and its Committees, his insightful inputs during deliberations, his objective analysis of agenda matters, and his valuable suggestions on corporate governance, risk management, compliance, and long-term business strategy.

The Board also noted that he has devoted sufficient time and attention to the affairs of the Company and has effectively discharged his duties and responsibilities in a transparent and ethical manner. In view of his continued commitment, significant contributions, and the positive impact of his expertise on the Company's governance framework and decision-making processes, the Board is of the considered opinion that his continued association would be highly beneficial and in the best interest of the Company.

Accordingly, the Board has approved and recommended the re-appointment of Mr. Ved Prakash Mahawar (DIN: 07208090) as Non-Executive and Independent Director for a second

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term of five (5) consecutive years commencing from June 25, 2026 upto June 24, 2031 (both days inclusive), and he shall not be liable to retire by rotation during the aforesaid term.

A brief profile of the Independent Directors to be appointed is given below:

Mr. Ved Prakash Mahawar has got more than 45 years of vast experience of working in Oil and Energy Sector. Mr. Mahawar has worked with Government of India in several projects and had been associated as Chairman of IIM Rohtak. He has worked with corporates like ONGC, Vedanta, Cairn Oil and Gas etc. with National and International Projects in his name. Mr. Ved Prakash Mahawar is a Mechanical Engineer holding BE (Mech) Degree. His expertise is likely to benefit the Company at large.

The Company has received the requisite declarations and confirmations from Mr. Ved Prakash Mahawar to the effect that he satisfies the criteria of independence as stipulated under Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). He has further confirmed that he is not disqualified from being re-appointed as a Director under Section 164 of the Act and has furnished his consent to act as an Independent Director of the Company. The Company has also received confirmation that he is not debarred from holding the office of Director pursuant to any order issued by SEBI or any other statutory or regulatory authority. The Board has taken note of the said declarations and is satisfied that Mr. Mahawar continues to fulfil the conditions specified under Section 149 read with Schedule IV of the Act and Regulation 17 and other applicable provisions of the SEBI Listing Regulations for his appointment as an Independent Director of the Company.

The Company has also received a notice pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Ved Prakash Mahawar for re-appointment. In the opinion of the Board, Mr. Ved Prakash Mahawar fulfils the conditions for re-appointment as a Non-Executive & Independent Director as specified under the Act and the applicable provisions of the SEBI Listing Regulations and shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings.

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 given Annexure to this Notice.

Accordingly, the Board recommends the special resolution set out in item no. 1 of the accompanying notice for the approval of the shareholders / members of the Company.

Save and except Mr. Ved Prakash Mahawar himself and their respective relatives, if any, none of the other Directors (or) Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the proposed special resolution as set out in item no. 1.

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Item No. 2 Re-appointment of Mrs. Preet Verma (DIN: 09124335) as Non-Executive & Independent Women Director of the Company.

As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director can hold office for a term of up to five consecutive years on the Board of a Company and is eligible for re-appointment for an additional term of five consecutive years, subject to the passing of a prior special resolution by the Company. **Mrs. Preet Verma (DIN: 09124335)** who was appointed as Non-Executive & Independent Women Director at the 39th Annual General Meeting of the Company for her first term effective from June 25, 2021 till June 24, 2026 and she will complete her first term as Non-Executive & Independent Women Director on June 24, 2026.

The Nomination and Remuneration Committee of the company on the basis of the report of performance evaluation, has recommended the re-appointment of **Mrs. Preet Verma (DIN: 09124335)**, as Non-Executive & Independent Women Director for a second term of 5 (five) consecutive years form **June 25, 2026 upto June 24, 2031** (both days inclusive).

The Board of Directors, pursuant to the performance evaluation carried out in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, and based on the recommendation of the Nomination and Remuneration Committee, has undertaken a comprehensive review of the performance and overall contribution of Mrs. Preet Verma (DIN: 09124335) during her tenure as Non-Executive and Independent Women Director of the Company.

While conducting such evaluation, the Board has taken into account his professional qualifications, vast industry experience, domain knowledge, integrity, independence of judgment, and the constructive and strategic guidance provided by her to the management and fellow Board members. The Board has particularly appreciated her active participation in the meetings of the Board and its Committees, his insightful inputs during deliberations, her objective analysis of agenda matters, and her valuable suggestions on corporate governance, risk management, compliance, and long-term business strategy.

The Board also noted that she has devoted sufficient time and attention to the affairs of the Company and has effectively discharged her duties and responsibilities in a transparent and ethical manner. In view of her continued commitment, significant contributions, and the positive impact of her expertise on the Company's governance framework and decision-making processes, the Board is of the considered opinion that her continued association would be highly beneficial and in the best interest of the Company.

Accordingly, the Board has approved and recommended the re-appointment of Mrs. Preet Verma (DIN: 09124335) as Non-Executive and Independent Women Director for a second term of five (5) consecutive years commencing from June 25, 2026 upto June 24, 2031 (both days inclusive), and she shall not be liable to retire by rotation during the aforesaid term.

A brief profile of the Independent Directors to be appointed is given below:

Mrs. Preet Verma (DIN: 09124335) is a Retd. Civil Servant. She has got the experience of working with Government of India in Audit and Accounts Services. She has also worked with United Nations and Tech Mahindra Foundation. Mrs. Preet Verma is a Master of Philosophy in International Studies. Her expertise is likely to benefit the Company at large.

The Company has obtained all necessary declarations and confirmations from **Mrs. Preet Verma** affirming that she continues to meet the independence criteria prescribed under Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). She has also confirmed that she is eligible for re-appointment and is not disqualified from holding the office of Director in terms of Section 164 of the Act. Further, she has provided his consent to act as an Independent Director and confirmed that she has not been restrained or debarred from acting as a Director by SEBI or any other competent authority. Based on the declarations received and upon due consideration, the Board is satisfied that **Mrs. Preet Verma** complies with the requirements set out under Section 149 read with Schedule IV of the Act and Regulation 17 and other applicable provisions of the SEBI Listing Regulations, and that she is eligible to continue as an Independent Women Director of the Company.

The Company has also received a notice pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of **Mrs. Preet Verma** for re-appointment. In the opinion of the Board, **Mrs. Preet Verma** fulfils the conditions for re-appointment as Non-Executive & Independent Women Director as specified under the Act and the applicable provisions of the SEBI Listing Regulations and shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings

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 given Annexure to this Notice.

Accordingly, the Board recommends the special resolution set out in item no. 2 of the accompanying notice for the approval of the shareholders / members of the Company.

Save and except Mrs. Preet Verma herself and their respective relatives, if any, none of the other Directors (or) Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the proposed special resolution as set out in item no. 2.

Item No. 3 Approve Related Party Transactions with M/s Oil Drilling Consultancy Services, a sole Proprietorship Firm of Shri Pramod Kumar Gupta, Non-Executive Director of the Company

The Company has entered into related party transactions with Shri Pramod Kumar Gupta Non-Executive Director, now become sole proprietorship namely M/s Oil Drilling Consultancy Services for the provision of certain technical and professional services, which

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came into effect, pursuant to receipt of approval from the shareholders at the 43rd Annual General Meeting held on September 23, 2025, at professional fee of Rs. 12,40,000/- (Rupees Twelve Lakh Forty Thousand only) per month for the Financial Year 2025-26 .

Shri Pramod Kumar 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 further extend the consultancy agreement and 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 casing pipes with connector, 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.

Considering the recommendation of Nomination and Remuneration Committee and Audit Committee of the Board and thereupon approval granted by the Board of Directors at its meeting held on February 14, 2026 to enter or continue to enter the related party transaction and the further extension of the Consultancy Agreement with M/s Oil Drilling Consultancy Services, a sole proprietorship firm of Shri Pramod Kumar Gupta, Non-Executive Director of the Company. The Board approved the terms and conditions of the Consultancy Agreement, subject to the approval of the shareholders of the Company, in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proposed further engagement shall be for the period from April 1, 2026 till September 30, 2026 (both days inclusive), at a consultancy fee of Rs. 12,40,000/- (Rupees Twelve Lakh Forty Thousand only) per month, plus applicable taxes, on such other terms and conditions as may be approved by the Audit Committee and the Board of Directors. The continuation of the consultancy agreement shall be subject to receipt of shareholders' approval and execution of necessary documentation in accordance with applicable laws.

In accordance with the SEBI circular dated June 26, 2025, the Audit Committee, in its meeting held on February 14, 2026 reviewed the certificate provided by the Chief Financial Officer of the Company confirming that the proposed RPT(s) are not prejudicial to the interest of public shareholders of United Drilling Tools Limited and nor the terms and conditions of the proposed RPT(s) un-favourable to United Drilling Tools Limited compared to terms and conditions, had United Drilling Tools Limited to have entered into similar transaction(s) with an unrelated party.

The Disclosure in accordance with Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions (RPTs)" dated October 13, 2025 ("RPT Industry Standards") given Annexure to this Notice.

Accordingly, the Board recommends the special resolution set out in item no. 3 of the accompanying notice for the approval of the shareholders / members of the Company.

Save and except Shri Pramod Kumar Gupta, son Mr. Kanal Gupta and their respective relatives, if any, none of the other Directors (or) Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the proposed special resolution as set out in item no. 3.

Item No. 4 Approve Material Related Party Transactions with M/s Parveen Industries Private Limited

Pursuant to Section 188 of the Act read with Regulation 23 of the SEBI Listing Regulations and Company's policy on Related Party Transactions, material related party transactions require prior approval of the shareholders through special resolution. For this purpose, a related party transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed the thresholds ("Materiality Threshold") which is 10% of the annual consolidated turnover of the listed entity, if the annual consolidated turnover of the listed entity is up to Rs. 20,000 Cr as per schedule XII of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 w.e.f. 19.12.2025.

The Company proposes to enter into certain material related party transactions with M/s Parveen Industries Private Limited, which is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The particulars of such transactions are set out in the Annexure to the Notice, and their aggregate value is expected to exceed the materiality thresholds prescribed under Regulation 23 of the SEBI Listing Regulations.

Accordingly, in accordance with the provisions of Section 188 of the Companies Act, 2013 read with the applicable Rules framed thereunder, and Regulation 23 and other applicable provisions of the SEBI Listing Regulations, approval of the Members is being sought for entering into these material related party transactions. The transactions shall be undertaken in the ordinary course of business and on an arm's length basis during the financial years 2025-26 and 2026-27.

The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and taken note of the certificate placed before it by the Chief Financial Officer of United Drilling Tools Limited, confirming that the proposed RPT(s) are not prejudicial to the interest of public shareholders of United Drilling

Tools Limited and nor the terms and conditions of the proposed RPT(s) un-favourable to United Drilling Tools Limited compared to terms and conditions, had United Drilling Tools Limited to have entered into similar transaction(s) with an unrelated party.

The Audit Committee of the Company, based on the relevant details and information placed before it by the management in accordance with applicable laws and the SEBI Circular dated June 26, 2025 on Industry Standards titled "Minimum Information to be Provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" ("RPT Industry Standards"), has reviewed and approved the proposed related party transactions with M/s Parveen Industries Private Limited amounting to Rs. 40 Crore (Rupees Forty Crore only) at its meeting held on February 14, 2026 for the financial years 2025-26 and 2026-27, subject to the approval of the shareholders/ Members. The Audit Committee has noted that the said transactions shall be undertaken at arm's length, in the ordinary course of business, and in compliance with the Company's Policy on Related Party Transactions.

Considering the recommendation of Audit Committee of the Board and thereupon approval granted by the Board of Directors at their meeting held on February 14, 2026, to enter into or continue to enter the material related party transaction with M/s Parveen Industries Private Limited, subject to approval of shareholders.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the said resolutions.

Disclosure in accordance with Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions (RPTs)" dated June 26, 2025 ("RPT Industry Standards") , is given annexure to this Notice.

Accordingly, the Board recommends the special resolution set out in item no. 4 of the accompanying notice for the approval of the shareholders / members of the Company.

Save and except Shri Pramod Kumar Gupta, son Mr. Kanal Gupta and their respective relatives, if any, none of the other Directors (or) Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the proposed special resolution as set out in item no. 4.

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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	Mr. Ved Prakash Mahawar	Mrs. Preet Verma
DIN	07208090	09124335
Date of Birth	February 08, 1958	December 07, 1957
Age	68	69
Nationality	Indian	Indian
Date of First Appointment on the Board	25/06/2021	25/06/2021
Qualifications	Mechanical Engineer holding BE (Mech) Degree from Ravishankar University, Raipur, Executive Management program from ISB Hyderabad.	Master of Philosophy in International Studies from JNU, Master of Arts in International Relations, from JNU, Bachelor of Arts (Honours) in Political Science, from Delhi University.
Experience	Mr. Mahawar is having around 45 years of vast experience in the Field of petroleum product such as manufacturing of oil and gas equipment and its use in the field.	Mrs. Preet Verma is having vast experience with the Indian Audit and Accounts Services, as principal Director of Audit, Office of the CAG of India, The United nations and as COO of Tech Mahindra Foundation.
Number of shares held in the Company	Nil	Nil
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn	**T&C of Re-appointment** - Re-appointed as Independent Director of the Company w.e.f. 25/06/2026 to 24/06/2031. **Proposed remuneration** – Only Sitting Fees for attending meeting of the Board and Committee thereof **Remuneration last drawn** – Rs. 1.50 Lakh as sitting Fees	**T&C of Re-appointment** - Re-appointed as Independent Women Director of the Company w.e.f. 25/06/2026 to 24/06/2031. **Proposed remuneration** – Only Sitting Fees for attending meeting of the Board and Committee thereof **Remuneration last drawn** – Rs. 2.00 Lakh as sitting Fees
Number of Meetings of the Board attended during the financial year 2025-26	No. of meeting held – 04 No. of meeting attended - 03	No. of meeting held – 04 No. of meeting attended - 04
Disclosure of relationships between directors *inter-se*	No	No
Disclosure of relationship		

with Manager and other Key Managerial Personnel of the company	No	No
Names of listed entities* in which he holds the directorship and the membership of the Committees of the Board (i.e., Audit Committee/ NRC)	Nil	Nil

In terms of the provisions of Section 188 of the Companies Act, 2013 and applicable rules thereunder read with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, read with SEBI Master Circular SEBI/ HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Disclosure in accordance with Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions (RPTs)" dated October 13, 2025 ("RPT Industry Standards") the following information with regard to the proposed related party transaction is provided herein below:

Summary of the information provided by the management of the listed entity to the Audit Committee / Board:

Sr. No.	Particulars	Information/ Details with respect to M/s Oil Drilling Consultancy Services
a)	Type, material terms and particulars of the proposed transaction	The Company proposes to further extend the related party transaction with M/s OIL Drilling Consultancy Services, a sole proprietorship firm of Shri Pramod Kumar Gupta, Non-Executive Director of the Company, by executing a fresh consultancy agreement. The consultancy services to be rendered shall, inter alia, include the following: 1. Supporting the Company's ongoing business growth and technological advancement initiatives. 2. Providing strategic and technical guidance to enhance product innovation in areas such as large OD high-performance casing pipes with connector, wireline winches, gas lift equipment, and down-hole tools. 3. Assisting in aligning the Company's international business strategy, research and development integration, and global technology adoption to deliver high-value solutions for the Exploration and Production (E&P) sector. The proposed transaction is considered beneficial to the Company in view of the specialised industry expertise and strategic inputs to be provided under the consultancy arrangement.
b)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	M/s OIL Drilling Consultancy Services, a sole proprietorship firm of Shri Pramod Kumar Gupta, who:- (i) is a member of the Board of Directors of the Company; (ii) forms part of the Promoter and Promoter Group of the Company; and (iii) holds 70.74% of the equity share capital of the Company and classified as a "Related Party" in terms of Section 2(76) of the Companies Act, 2013

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		and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Indian Accounting Standard (Ind AS) 24 on Related Party Disclosures.
c)	Tenure of the proposed transaction (particular tenure shall be specified).	April 01, 2026 upto September 30, 2026
d)	Value of the proposed transaction	Under the proposed agreement, consultancy fees of Rs. 12,40,000/- (Rupees Twelve Lakh Forty Thousand only) per month shall be payable, aggregating to Rs. 74,40,000/- (Rupees Seventy-Four Lakh Forty Thousand only) for the said period, on a non-recurring basis, subject to receipt of requisite approval from the Members of the Company.
e)	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The transaction amounting to Rs. 74,40,000/- (Rupees Seventy-Four Lakh Forty Thousand only) represents approximately 0.44% of the consolidated turnover of the Company as on March 31, 2025.
f)	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i)details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, a. nature of indebtedness; b. cost of funds; and c. tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
g)	Justification as to why the RPT is in the interest of the listed entity	The payment of consultancy fees to M/s Oil Drilling Consultancy Services is justified considering the specialised industry expertise and strategic guidance to be provided by Shri Pramod Kumar Gupta, sole Proprietor of aforesaid firm in the oil and gas equipment sector. The consultancy will support the

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		Company's business expansion, technological advancement, and product innovation initiatives, particularly in high-performance large OD casing pipe with connector and down-hole equipment. It will also assist in aligning international business strategy with research and development integration and global technology adoption. The Consultancy fee proposed is commensurate with the scope and value of services and is commercially reasonable. Accordingly, the payment is considered fair and in the best interest of the Company and its stakeholders and on arm length basis.
h)	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
i)	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	Not Applicable
j)	Any other information that may be relevant	Not Applicable
a)	A summary of the information provided by the management of the listed entity t the audit committee as specified in paragraph 4 of this section;	Please refer point (a) above
b)	Justification for why the proposed transaction is in the interest of the listed entity;	Please refer point (g) above
c)	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under para (f) in the table above;	Not applicable
d)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not applicable
e)	% of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Please refer point (e) above
f)	Any other information that may be relevant	Not applicable

Disclosure in accordance with Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions (RPTs)" dated June 26, 2025 ("RPT Industry Standards")

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PART A

Minimum information of the proposed RPT, applicable to all RPTs

A(1). BASIC DETAILS OF THE RELATED PARTY

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Parveen Industries Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufactures oil drilling equipment, Valves, Oil field Tabulars, Gas lift equipment and high-pressure pipe fittings.

A(2). RELATIONSHIP AND OWNERSHIP OF THE RELATED PARTY

Sr. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Parveen Industries Private Limited is control or jointly control by the relative of Key Managerial Personnel of the company defined as related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations read with Ind As 24.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil
	• Where the related party is a partnership firm or a sole proprietorship firm or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). *Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related*	Nil

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	party has control. *While calculating indirect shareholding, shareholding held by relatives shall also be considered.*	

A(3). DETAILS OF PREVIOUS TRANSACTIONS WITH THE RELATED PARTY

Sr. No.	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Sr. No. | Nature of Transactions | FY 2024-25 1. | Sale & Purchase of Goods, and Other Transactions | Rs. 74.45 Lacs .	-
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 8.69 Cr. (till Q3 FY 2025-26)
3.	Whether prior approval of Audit Committee has been taken for the above-mentioned transactions?	Yes
4.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No

A(4). AMOUNT OF THE PROPOSED TRANSACTION(S)

Sr. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee.	Upto Rs. 40.00 Cr
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	20.11%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not	NA

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	available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	
6.	Financial performance of the related party for the immediately preceding financial year: **Particulars** / **FY 2024-25** Turnover / 46,030.24 Lakh Profit After Tax / 4,837.01 Lakh Net Worth / 48,489.81 Lakh ***Explanations:*** *The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis*	

A(5). BASIC DETAILS OF THE PROPOSED TRANSACTION

Sr. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods / services, purchase of goods / services, giving loan, borrowing etc.)	Sales and purchase of Oil Drilling Tools & Equipments
2.	Details of each type of the proposed transaction	Same as Above
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2025-26 (12 Months) and FY 2026-27 (12 Months)
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	**Year** / **Amount (Rs. In Cr.)** 2025-26 / 20.00 2026-27 / 20.00
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed related party transactions are in the ordinary course of business and are necessary for the Company's core operations of manufacturing, sale and supply of oil drilling tools & equipments at national and international levels. These transactions enable operational efficiency, business continuity and optimal utilization of resources through established commercial arrangements. The pricing is determined based on cost structures, prevailing market conditions and competitive

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		benchmarks, ensuring alignment with comparable market prices. Accordingly, the transactions are undertaken at arm's length, in compliance with applicable laws and the Company's Policy on Related Party Transactions, and are in the best interest of the Company and its stakeholders.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation: Indirect interest shall mean interest held through any person over which an individual has control.*	Shri Pramod Kumar Gupta is a Non-Executive Director of the Company and forms part of the Promoter Group, holding 70.74% of the paid-up equity share capital of the Company. Mr. Kanal Gupta is the Managing Director of the Company and also a Promoter, holding 0.01% of the paid-up share capital.
	a. Name of the director / KMP	1. Shri Pramod Kumar Gupta 2. Shri Kanal Gupta
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Same as above
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	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.
9.	Other information relevant for decision making.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

PART B

Information to be provided *only* if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A,

B(1): Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Since the businesses of United Drilling Tools Limited and Praveen Industries Limited are substantially aligned and all transactions are on an arm's length basis, the Management concluded that inviting bids would not be necessary. The Audit Committee reviewed the strategic importance of UDTL to Praveen Industries and the rationale for the transactions and, being satisfied with the justification provided, approved the same without inviting bids.
2.	Basis of determination of price	
3.	In case of Trade advance (*of upto 365 days or such period for which such advances are extended as per normal trade practice*), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade Advance	
	b. Tenure	
	c. Whether same is self liquidating?	
Point No. B(2) to B(7) of table forming part of Clause 4 of the Standards is not applicable.		

For and on behalf of Board
United Drilling Tools Limited

Date – 14/02/2026
Place – Noida

United Drilling Tools Ltd. New Delhi CIN:L29199DL1985PLC015796

Kanal Gupta
Managing Director
DIN - 01050505

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