

33rd ANNUAL REPORT
2014-2015



UNITED DRILLING TOOLS LIMITED
CIN: L29199DL1985PLC015796



UNITED DRILLING TOOLS LTD

CIN:L29199DL1985PLCO15796

Regd. Office: B-94, Shashi Garden, Patparganj, New Delhi - 110091

E-mail: compsect@udtltd.com, Website: www.udtltd.com

Phone: +91-0120-4842400, Fax: +91-120-24622675



FORM A

(Pursuant to Clause 31(a) of the Listing Agreement)

	Name of Company	United Drilling Tools Limited
1.	Annual Financial Statements for the year ended	31.03.2015
2.	Type of Audit Observation	Un-qualified
3.	Frequency of Observation	Not applicable

For UNITED DRILLING TOOLS LIMITED

Sd/-

Pramod Kumar Gupta

Chairman & Managing Director

Sd/-

Vidya Bhushan Mishra

Chairman of Audit Committee

For **R S Dani & Co.,**

Chartered Accountants

(Statutory Auditors)

Sd/-

Ashok Mangal

Partner

Membership no. 071714

New Delhi

Date: 08.08.2015



CHAIRMAN'S MESSAGE

India is about to witness a new era of growth and sky of opportunities. This will predominantly be driven by increasing economic activity coupled with Hon'ble PM's 'Make in India' initiatives.

United Drilling Tools Limited (UDTL) continues to contribute in India's journey towards economic and social well-being, and remains committed to invest and innovate for India. Your Company is striving to meet and exceed global benchmarks in product quality and customer service with inspiring ideas and strategic investments. In manufacturing, UDTL is achieving superior outcomes that facilitate India's drive for global leadership.

Your Company is delivering industry-leading performance through consistent efficiency in operations. UDTL places emphasis on technology and expanding its level of services leading to growth for your Company. UDTL innovates for existing businesses and specifically focuses on its existing business model, considering vast scope therein so as to deliver significant value for its growing stakeholder fraternity. In this effort, it collaborates with leading players to help usher in a new era of possibilities.

UDTL's focus is to continue growing as a responsible organisation. Performance reflects the strength operations.

UDTL AT A GLANCE

UDTL is one amongst India's private sector Company focusing on manufacture of machine and tools being consumed by Oil, Gas, Drilling and allied industries, which comprises of key players of Indian economy. It is a significant player in the segment, and has been a preferred vendor by its clients in India. Built on strong values, UDTL is deeply rooted in the culture of safety, integrity and commitment and is dedicated to its vision of partnering India's economic growth and social wellbeing.

LETTER TO SHAREHOLDERS

Your company has always believed in investing in opportunities. Despite hiccups FY 2014-15 was a landmark year for your Company.

We have invested over 25 years in creating growth engines for the future. This is the highest ever in the history of our company and is a testimony to our project execution capabilities.

The global economy in FY 2014-15 saw a steep decline in oil prices, which had significant impact on energy businesses and in turn your Company too was affected, since most of clientele of your Company comes from Oil & Energy sector. This coupled with slowing growth in some of the leading global economies impacted currencies also to some extent, which primarily affected your Company clients, and your Company was also bound to be affected, albeit not in absolute proportion. But, there was positive news in terms of faster-than-anticipated economic growth recovery in emerging economies and specially developed economies, which paved way for global economic recovery.

India's economy is in the midst of a recovery with lower fiscal and current account deficit, lower inflation and weak commodity prices. Our country's growth seems poised to return to a high-growth path. It is in this context that your Company continues its quest for sustained growth. I am pleased to inform you that UDTL achieved net profits of 25.98 crore during the year. Domestic production was lower due to natural decline from various clients resulting in lower demand from clients across the globe. Your Management is also open to idea of possible foraying into other areas/forming strategic alliance with established players from India and/or Abroad.

COMMITMENT TO SOCIAL WELLNESS

As a responsible corporate citizen, UDTL serves the society directly, in the domains of Education & Healthcare. During the year, your Company contributed 2.4 lakhs towards CSR activities, accounting for 0.09% of profit after tax.

I would like to thank all my colleagues across the country for their dedication, commitment and contribution to strengthening Company. We are looking forward to continue on our mission of generating sustained value for our stakeholders.

I would like to place on record my sincere appreciation to the Board of Directors for their guidance. I would like to express my gratitude to all our stakeholders for their continuing faith in the Company.

With best wishes,

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CONTENTS

Sr. No	Particulars	Page No.
1.	Notice	7-14
2.	Director's Report to Members	15-32
3.	Management discussion report and Corporate Governance	33-42
4.	Secretarial Audit Report and Corporate Governance Report	43-46
5	Auditor's Report and Annexure to Auditor's Report for 2013-14	47-50
6.	Balance Sheet, P & L Accounts and Cash Flow Statement for 2013-14	51-54
7.	Notes of Accounts and Accounting Policy for 2013-14	55-73
8.	Auditor's Report and Annexure to Auditor's Report for 2014-15	74-77
9.	Balance Sheet, P & L Accounts and Cash Flow Statement for 2014-15	78-81
10.	Notes of Accounts and Accounting Policy for 2014-15	82-100



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CORPORATE INFORMATION

BOARD OF DIRECTORS

SHRI PRAMOD KUMAR GUPTA	: Chairman cum Managing Director M.S.I.E., P.E. (USA)
SHRI SHIV SHARAN KUMAR BHAGAT	: Independent & Non Executive Director Civil Engineering Graduate Retired Chief Engineer, NDMC, New Delhi
SHRI VIDYA BHUSHAN MISHRA	: Independent & Non Executive Director Graduate Ex. P.A. to Dy. Chairman, Rajya Sabha
SHRI KRISHNA DYAL AGGARWAL	: Independent & Non Executive Director Post Graduation in Economics along with law, Certified Associate of Indian Institute of Bankers, Diploma in Industrial finance and co-operative Retired as Manager from Reserve Bank of India.
SHRI UMA SHANKAR PANDEY	: Non-Executive Director Retired as G.M Commercial, Indian Airlines Ltd
SHRI KANAL GUPTA	: Additional Director MBA in Finance and HR Management
COMPANY SECRETARY	: Mr. P.K. Ojha B.Sc., LL.B & CS
STATUTORY AUDITOR	: M/s R S Dani & Co. Chartered Accountants
BANKERS	: ALLAHABAD BANK International Branch, Parliament Street, New Delhi-110001
REGISTRAR & SHARE TRANSFER AGENT	: Alankit Assignments Limited 1E/13 Alankit Heights Jhandewalan Extension, New Delhi-110055

REGISTERED OFFICE : B-94, Shashi Garden Patparganj, Delhi-110091

FACTORY(IES)

- C-41 SECTOR -81 NOIDA (U.P.) Distt. GAUTAM BUDH NAGAR 201 305
- PLOT NO. 523, NEW AREA, KSEZ, GANDHIDHAM, KUTCH 370 230
- PLOT NO. 129G/25-26, NSEZ, NOIDA 201 305

HEAD OFFICE / CORPORATE OFFICE

A-22, PHASE-II, NOIDA. (U.P), GAUTAM BUDH NAGAR 201 305

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NOTICE

Notice is hereby given that the Thirty Third Annual General Meeting of United Drilling Tools Limited will be held on Monday, the 14th September, 2015 at 11.00 A.M. at Maharani Bagh Community Centre, 1 Central Avenue, Maharani Bagh New Delhi 110 025, to transact the following business(es) :

ORDINARY BUSINESS :

1. To consider and adopt:
(a) The audited financial statement of the Company for the financial year ended March 31, 2014, the Auditor's Report thereon and take note of Board of Directors report.
2. To consider and adopt :
(a) The audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
3. To appoint a Director in place of Mr. U.S. Pandey having DIN 02877691, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Auditors and in this regard 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 139 (2) and 142(1) read with Chapter V of the Companies Act, 2013 the Re-appointment of Statutory Auditors of Company M/s R S Dani & Co. (Firm registration No.: 000243C), Chartered Accountants, Kothari Complex, near G.P.O Bhilwara-311001 (Rajasthan) be and is hereby ratified for the financial year 2015-2016 to act as such, at such remuneration as may be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS:

1. To pass the following resolution as an Ordinary Resolution :

Candidature of Additional Director i.e Sh. Kanal Gupta

“RESOLVED THAT Mr. Kanal Gupta (DIN : 01050505) who was appointed as an Additional Director of the Company by Board of Directors with effect from 28.02.2015 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member along with requisite deposit from him proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT The Board of Directors of the Company be and are hereby authorized, jointly and/or severally to take such further steps as may be deemed necessary including filing of E-forms under the Companies Act, 2013 with the Registrar of Companies, Delhi and Haryana at New Delhi and/or any other authority to sign/execute any other forms, papers, documents, deeds, documents, affidavits etc. as they may deem necessary so as to give effect to the aforesaid resolution including the power to further amend the resolution if some amendment is required to be carried out by the Office of Registrar of Companies, Delhi and Haryana at New Delhi.”

2. To consider and if thought fit, to pass the following resolution as a Special Resolution:

Adoption of new set of Articles of Association

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the company be and is hereby replaced with the new set of Articles of Association as per Table-F and consent of members of the company be and is hereby accorded to the Board so as to amend the entire set of Article of Association of the company, by deleting the exiting articles and substituting the same by adopting entirely new set of Articles with



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clauses containing 1 to 91 except Clause no. 48 and 76, a copy of which is enclosed herewith for the purpose of identification, for the purpose of making same in sync with provisions of Companies Act, 2013.

RESOLVED FURTHER THAT The Board of Directors of the Company be and are hereby authorized, jointly and/or severally to take such further steps as may be deemed necessary including filing of E-forms under the Companies Act, 2013 with the Registrar of Companies, Delhi and Haryana at New Delhi and/or any other authority to sign/execute any other forms, papers, documents, deeds, documents, affidavits etc. as they may deem necessary so as to give effect to the aforesaid resolution including the power to further amend the resolution if some amendment is required to be carried out by the Office of Registrar of Companies, Delhi and Haryana at New Delhi."

3. To consider and if thought fit, to pass the following resolution as a Special Resolution:

Adoption of Alteration in Memorandum of Association of the Company as per Companies act 2013.

"RESOLVED THAT pursuant to provisions of Section 13 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) and modification(s) thereto or re-enactment(s) thereof) and subject to the confirmation of the Registrar of Companies, NCT of Delhi & Haryana, New Delhi, the consent of the members be and is hereby accorded for alteration of Main Object 4 of Clause III (A) i.e. the Main Object of the Company which is reproduced as under:

4. To provide oil drilling, production, and exploration services to oil companies in India and overseas so as to Charter, Hire of Offshore Drilling Rigs, Hire of Onshore Drilling Rigs, Management and Operation ONCG-owned Offshore Drilling Rigs, Charter, Hire of Work Over Rigs, Drill Stem Testing (DST), Mud Logging Services Cementation, Diving, Electro logging Services, Production Testing Services, Soil Investigation Survey, Wire line services such as Slick Line Services, Electric Line Services and Logging Services.

RESOLVED FURTHER THAT pursuant to the provisions of Sub Section 1 of Section 15 of the Companies Act, 2013 the alterations made in the Memorandum of Association of the Company be and is hereby noted in every copy of the Memorandum of Association of the Company.

FURTHER RESOLVED THAT one of the Directors of the company be and is hereby authorized to do all such acts, deeds, and things as may be deemed incidental or ancillary to give effect to the above resolution."

BY ORDER OF THE BOARD

For United Drilling Tools Limited

SD/-

Pramod Kumar Gupta

Managing Director

DIN:00619482

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information

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relating to e-voting are attached alongwith Attendance Slip and Proxy Form.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and Transfer Books of the Company will be closed from Monday, September 7, 2015 to Monday, September 14, 2015, both days inclusive.
5. In terms of Section 152 of the Companies Act, 2013, Mr. U.S Pandey (DIN 02877691), Directors, retire by rotation at the Meeting and being eligible, offer themselves for reappointment. The Board of Directors of the Company commends such re-appointments. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. 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 Alankit Assingments Limited.
9. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Alankit Assignment Ltd for assistance in this regard.
10. 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. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
11. 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.
12. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
13. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.
14. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in



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electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Alankit.

16. M/s Balraj Sharma & Associates (FCS-1605, C.P No. 824) Company Secretaries, Delhi has been appointed as scrutinizer for e-voting process as well as voting during the Annual General Meeting.
17. 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 www.cdslindia.com within two days of the passing of the resolutions at the Thirty Third AGM of the Company on September, 14 2015 and communicated to the BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors

For United Drilling Tools Limited

SD/-

Pramod Kumar Gupta

Managing Director

DIN:00619482