UNITED DRILLING TOOLS LTD.

CIN : L29199DL1985PLC015796

OIL DRILLING EQUIPMENT MANUFACTURING AND SERVICES

Phones : +91-120 – 4842400,
- 4162715, 4729610
Fax No.: +91-120 – 2462675
USE PREFIX FOR CALLING
From outside country – 91 – 120
From outside state – 0120
From New Delhi – 0120

Please Reply to Head Office
26th Floor, Astralis Tower, Supernova Complex, Sector-94, Noida - 201301, Distt. G B Nagar,Uttar Pradesh, India
E-mail : ENQUIRY@UDTLTD.COM
Website : WWW.UDTLTD.COM

01/09/2026

UDT/SEC/2026-27/BSE-48-NSE-48

To,
Department of Corporate Service
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001
Security ID - 522014

Listing Compliance Department
National Stock Exchange of India Ltd.
Exchange Plaza, C-1 Block-G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051
Security ID - UNIDT

Sub: Notice of 44th AGM of the Company for the FY 2025-26

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, 2015, we wish to inform that the Notice of 44th Annual General Meeting ("AGM") scheduled to be held on Wednesday, September 23, 2026, at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Please find enclosed herewith the Notice of the 44th AGM of the Company for the financial year 2025–26, setting out the business to be transacted at the said AGM.

The Notice of the AGM is being sent electronically to all Members whose email addresses are registered with the Company, its Registrar and Transfer Agent ("RTA"), Depositories, or Depository Participants.

The Company will provide its Members with the facility to attend the AGM through VC/OAVM and participate in the proceedings of the AGM. The Members will also be provided with the facility to cast their votes electronically through remote e-voting and e-voting during the AGM, in accordance with the applicable statutory provisions.

The Notice is uploaded on the website of the Company at https://www.udtltd.com/wp-content/uploads/2026/09/UDTL-NOTICE-1.pdf

This is for your information and record.

Thanking You,
Yours Faithfully,
For United Drilling Tools Limited
ANAND KUMAR MISHRA
Digitally signed by ANAND KUMAR MISHRA
Date: 2026.09.01 13:27:19 +05'30'
Anand Kumar Mishra
Company Secretary
M. No. FCS-7207

United Drilling Tools Ltd. New Delhi CIN:L29199DL1985PLC015796

Notice

Notice

NOTICE IS HEREBY GIVEN THAT the 44th Annual General Meeting ('**AGM**') of the Members of United Drilling Tools Limited ('**the Company / UDTL**') will be held on Wednesday, the 23rd day of September, 2026 at 11:30 A.M. (IST) through Video Conferencing ('**VC**') / Other Audio Visual Means ('**OAVM**'), to transact following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors ('the Board') and Statutory Auditor's thereon;

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

   "RESOLVED THAT the audited standalone financial statements of the Company for the Financial Year ended March 31, 2026 including Audited Balance Sheet as at March 31, 2026 and the statement of Profit & Loss, Cash Flow Statement and Statement of Change in Equity for the Financial year ended on that date and the report of the Board of Directors and Statutory Auditors thereon, as circulated to the members, be and are hereby considered and adopted;

   RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 including audited Balance Sheet as at March 31, 2026 and the Statement of Profit & Loss, Cash Flow Statement and Statement of Change in Equity for the Financial Year ended on that date and the report of Statutory Auditors thereon, as circulated to the members, be and are hereby considered and adopted;

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

2. To consider and approve Final Dividend and also confirm two Interim Dividend(s) for the Financial Year ended March 31, 2026.

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

   "RESOLVED THAT the payment of two (2) Interim Dividends and the Final Dividend of ₹0.60/- (Rupees Sixty Paise only) per Equity Share, aggregating to ₹1.80/- (Rupees One and Eighty Paise only) per Equity Share of ₹10/- each, fully paid-up, to the eligible Shareholders/Members of the Company, as declared/recommended by the Board of Directors at its meetings held on 12.08.2025, 14.02.2026 and 21.05.2026, respectively, for the financial year ended March 31, 2026, be and are hereby confirmed and approved;

   RESOLVED FURTHER THAT the aforesaid dividends shall be paid/have been paid out of the distributable profits of the Company for the financial year 2025-26, in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder."

3. To appoint a Director in place of Shri Inderpal Sharma, having DIN - 07649251, who retires by rotation and being eligible, offers himself for re-appointment.

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

   "RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Inderpal Sharma (DIN - 07649251), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

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

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

   "RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and to consider the recommendation(s) of Audit Committee and thereupon approval granted by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to re-appoint M/s A P U & Company, Chartered Accountants, (ICAI FRN - 019542N) as the Statutory Auditors of the Company to hold office for a second term of four (4) consecutive year commencing from the conclusion of this 44th Annual General Meeting till the conclusion of the 48th Annual General Meeting of the Company to be held in the year 2030, to examine and audit the accounts of the Company, on payment of such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the said statutory auditors;

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in this behalf) be and is hereby authorized and empowered to alter and vary the terms and conditions of appointment including remuneration etc., in such manner and to the extent possible, as may be mutually agreed with the Statutory Auditors and also severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

SPECIAL BUSINESS:

5. Ratification of remuneration payable to the Cost Auditors of the Company for the financial year ending March 31, 2027.

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

"RESOLVED THAT pursuant to the provisions of section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of ₹75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, payable to M/s Swati Chaturvedi, Practicing Cost Accountants, (Firm Registration Number: 100664), who have been appointed by the Board of Directors on the recommendation of Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Audit and Auditors) Rules, 2014 as amended, for the Financial Year ending March 31, 2027;

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in this behalf) be and is hereby authorized and empowered to alter and vary the terms and conditions of appointment including remuneration etc., in such manner and to the extent possible, as may be mutually agreed with the Statutory Auditors and also severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

6. Related Party Transaction(s) with M/s Oil Drilling Consultancy Services, a sole proprietorship firm of Shri Pramod Kumar Gupta, Chairman-cum-Non-executive Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and pursuant to Regulations 17(6) and 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), 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 upon consideration of the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the shareholders/members of the Company be and is hereby accorded to the continuation of existing contract(s), arrangement(s) and/or transaction(s), including any modification(s) thereto, and/or entering into fresh and independent contract(s), arrangement(s) and/or transaction(s), as the case may be, with M/s Oil Drilling Consultancy Services, a sole proprietorship firm of Shri Pramod Kumar Gupta, Chairman-cum-Non-Executive Director of the Company, being a "Related Party" within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, for availing consultancy service(s) from the conclusion of 44th Annual General Meeting ("AGM") until the conclusion of the 45th AGM to be held in the year 2027, for supporting the Company's operations, enhancing system performance and resolving complex technical issues, on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening the AGM, and for a total consideration not exceeding the limits specified therein, as may be mutually agreed between the Company and the Related Party, such contract(s), arrangement(s) and/or transaction(s) being undertaken in the ordinary course of business and on an arm's length basis, in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions;

RESOLVED FURTHER THAT any Director (including any member of the Audit Committee) and/or the Company Secretary-cum-Compliance Officer of UDTL be and are hereby severally authorised to execute and sign all necessary agreements, documents and instruments, and to modify, from time to time, the terms and conditions of the aforesaid contracts, arrangements and/or transactions, as may be deemed necessary, and to resolve any questions, difficulties or doubts that may arise in this regard, and to do all such acts, deeds and things, including MCA filing/s and/or any other applicable regulatory authority, as may be required, and to comply with all applicable requirements and 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 of Directors of the Company in connection with any matter referred to or contemplated in this Resolution be and are hereby approved, ratified and confirmed in all respects."

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

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

Date: 10/08/2026
Place: Noida

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

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

Name of Director – Shri Inderpal Sharma (DIN - 07649251)		
1.	Reason for Change	Re-appointment due to retire by rotation
2.	Date of Birth	15-12-1969
3.	Nationality	Indian
4.	Brief Profile / Resume / Exp.	He has 36 years of technical experience in the field of oil drilling tools and has been associated with the Company since the beginning of his career. He has extensive experience in plant operations, production processes, manufacturing, and technical management. His long-standing association with the Company and in-depth industry knowledge have contributed significantly to its operational efficiency and growth.
5.	Disclosure of Relationship	No relation with any other director, management or KMPs
6.	Directorship / Membership in other listed entities	Nil
7.	No. of Shares Held in UDTL	Nil

NOTES:

(i) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 5 & 6 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 3, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / re-appointment at this AGM are also annexed.

(ii) The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020 read with subsequent General circulars issued by MCA from time to time, the latest one being General Circular No. 03/2025 dated September 22, 2025 ('MCA Circulars'), permitted convening of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars"), without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

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

(iv) In accordance with the aforesaid MCA Circulars and the SEBI Circulars, the Notice of the AGM along with Annual Accounts for FY 2025-26 are being **sent ONLY through electronic mode** to those Members whose e-mail addresses are registered with the Company/Registrar and share transfer Agent/ Depositories/Depository Participants and a letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report including the Notice of the AGM is available, to those shareholder(s) who have not registered their e-mail address with the Company/Registrar and share transfer Agent/ Depositories/Depository Participants. The Company shall send physical copy of Annual Report for FY 2025-26 to those Members who request for the same at compsect@udtltd.com or raises request with the RTA M/s Beetal Financial & Computer Services Private Limited, mentioning their Folio No./DP ID and Client ID. The Notice convening the 44th AGM along with the Annual Report for FY 2025-26 is also available on the website of the Company at www.udtltd.com and websites of the Stock Exchanges where the securities of the Company are listed, i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

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

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

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

(viii) In case of joint holders attending the AGM through VC/ OAVM, only such joint holders who are higher in the order of their names as per the Register of Members of the Company, as of the cut-off date i.e., Wednesday, September 16, 2026, will be entitled to vote at the Meeting.

(ix) The Board, at its meeting held on May 21, 2026, recommended a final dividend of ₹0.60 per equity share of ₹10 each. Subject to approval by the Members at the ensuing AGM, the final dividend will be paid electronically on Thursday, October 8, 2026. The Company has fixed Wednesday, September 16, 2026, as the record date for determining the entitlement of Members to the final dividend for the financial year ended March 31, 2026.

(x) The Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income Tax Act, 2025 ('IT Act'). The Members are requested to update their Residential Status, PAN and Category with the Depository Participants ('DPs') (if shares held in dematerialized form) and the Company/RTA (if shares are held in physical form). Please send your documents through e-mail at beetalrta@gmail.com or compsect@udtltd.com, before close of business hours of Wednesday, September 16, 2026 to enable the Company to determine the appropriate TDS/ withholding tax rate applicable to the Member, verify the documents and provide exemption.

(xi) Members are requested to note that, dividends if not encashed for a period of 7 (seven) years from the date of transfer of unclaimed dividend to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of which dividend remain unclaimed for 7 (seven) consecutive years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their unclaimed dividends from the Company, within the stipulated timeline. The Members whose unclaimed dividends and/or shares have been transferred to IEPF may write to the Company/RTA and submit the required documents for issue of Entitlement Letter. The Members may then make an application to the IEPF Authority in web Form IEPF-5 (available on www.iepf.gov.in) by attaching the Entitlement Letter and other documents. The attention of Members is particularly drawn to the Corporate Governance Report forming part of the Annual Report, in respect of unclaimed dividends and transfer of dividends/shares to the IEPF. Further, the Company is sending request letters to eligible shareholders whose dividend remains unclaimed and whose shares are eligible for transfer to IEPF Authority during Financial Year 2026-27, requesting them to claim their dividends from the Company.

(xii) Pursuant to SEBI Master Circular dated February 6, 2026 issued to the RTA read with other related SEBI Circulars and Regulation 12 of the SEBI Listing Regulations, SEBI has mandated that dividend to the shareholders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA.

The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3 and SH-13 are available on our website at www.udtltd.com. In view of the above, we urge Members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the RTA.

Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs. Further, Members holding shares in physical form are requested to ensure that their PAN is linked to their Aadhaar card.

(xiii) In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, any new transfer, transmission or transposition requests for securities shall be processed in demat/electronic form only. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

(xiv) Members may please note that listed companies are mandated to issue securities in demat form only while processing any service requests. Accordingly, Members are requested to make service requests by submitting a duly filled and signed relevant forms. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. Members holding shares in physical form may raise a service request at beetalrta@gmail.com for any assistance relating to the shares of the Company.

(xv) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

(xvi) 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 along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form only.

(xvii) Pursuant to SEBI Circulars dated July 2, 2025 and January 6, 2026 read with SEBI Master Circular issued to RTAs dated February 6, 2026, Members who had submitted transfer deeds for physical shares before April 1, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re-lodgement window till February 4, 2027, to re-lodge the transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer of shares under this window will be credited only in dematerialised form and will carry a one-year lock in period from the date of transfer registration. Members are requested to contact the Company or the RTA for assistance in this regard.

(xviii) The SEBI Circular dated December 24, 2025 has simplified the framework for issuance of duplicate share certificates and related procedures. The documentation requirements have been standardized as below:

i. Value Up to ₹10,000: Undertaking on plain paper (no notarisation required)

ii. Value Above ₹10,000 and up to ₹10 lakh - Single Affidavit-cum-Indemnity Bond

iii. Value Above ₹10 lakh - Affidavit-cum-Indemnity Bond along with FIR/Police Complaint and Newspaper Advertisement.

Further, Letter of Confirmation ('LOC') will not be issued effective April 2, 2026 and shares will be credited directly to the shareholder's demat account by the RTA, subject to due diligence. Shareholders are requested to provide a Client Master List not older than two months, duly attested by their DPs.

Any LOC issued before April 2, 2026, may be submitted by the shareholders to DP for dematerialisation within 120 days from the date of issuance of LOC.

(xix) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or Statement will be available for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to compsect@udtltd.com from their registered e-mail address by mentioning their name, DP ID and Client ID/Folio No. and Mobile No.

(xx) SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

(xxi) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 17, 2026 to Wednesday, September 23, 2026 (both days inclusive) for Annual General Meeting.

(xxii) The e-voting period commences at 10.00 a.m. on Sunday, September 20, 2026 and ends at 5.00 p.m. on Tuesday, September 22, 2026. The e-voting module shall be disabled by CDSL for voting thereafter. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, September 16, 2026 may cast their vote electronically.

(xxiii) The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut off-date of Wednesday, September 16, 2026.

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

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

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

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

Date: 10/08/2026
Place: Noida

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

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

Explanatory Statement

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

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 ('the Act'), set out all the material facts relating to the businesses proposed to be transacted under Item No. 05 & 06 of the accompanying Notice dated August 10, 2026.

ITEM NO. 05

Ratify the remuneration payable to the cost auditors of the Company for the financial year ending March 31, 2027

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

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

In terms of the aforesaid provisions, the Board of Directors of the Company at its meeting held on August 10, 2026 and based on the recommendation of Audit Committee had approved the appointment of M/s Swati Chaturvedi, Practicing Cost Accountants, (FRN - 100664) as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027.

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

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

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

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

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

ITEM NO. 06

Approve the related party transactions with M/s Oil Drilling Consultancy Services, a sole proprietorship firm of Shri Pramod Kumar Gupta, Chairman-cum-Non-executive Director of the Company.

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

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

M/s Oil Drilling Consultancy Services, proprietor Shri Gupta is a highly qualified and experienced professional with 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 1985 and has held various key executive positions, including that of Chairman-cum-Managing Director. He holds a Bachelor of Engineering (B.E.) degree from BIT, Ranchi, and a Master of Science (M.S.) degree from Kansas State University, USA. He is also a certified Professional Engineer and a member of several esteemed professional bodies in the USA.

The Company proposes to engage M/s Oil Drilling Consultancy Services for providing light technical consultancy services in view of its extensive experience, strategic insight and technical expertise, which are expected to support the Company's ongoing business growth and technological advancement initiatives. Its guidance and expertise will be valuable in strengthening product innovation and development in key areas, including large OD casing pipe with high performance multi start connector, wireline winches, gas lift equipment and down-hole tools.

The consultancy services will also assist the Company in aligning its international business strategy, integrating research and development initiatives, and adopting global technologies to deliver high-value solutions for the Exploration and Production sector. Its expertise and guidance will further enable the Company to continue offering precision-engineered equipment and services conforming to international standards, while strengthening its commitment to quality, innovation and customer-centric growth.

The Audit Committee, at its meeting held on August 10, 2026, reviewed the certificate provided by the Chief Financial Officer and Whole time Director of the Company, confirming that the proposed Related Party Transaction(s) ("RPT(s)") are not prejudicial to the interests of the public shareholders of M/s United Drilling Tools Limited and that the terms and conditions of the proposed RPT(s) are not unfavourable to the Company, compared to the terms and conditions, had similar transaction been entered into between two unrelated parties.

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.

The proposed engagement shall be for a period commencing from the conclusion of the 44th Annual General Meeting ("AGM") and continuing until the conclusion of the 45th AGM to be held in the year 2027, at a professional fee of ₹12,40,000/- (Rupees Twelve Lakh Forty Thousand only) per month, on such terms and conditions as may be approved by the Audit Committee and the Board of Directors of the Company.

Accordingly, based on the recommendation of the Audit Committee and the subsequent approval of the Board of Directors, the consent of the Members is being sought for approval of the proposed related party transaction(s) with M/s Oil Drilling Consultancy Services for providing consultancy services, including technical and advisory assistance, at a fixed consultancy fee of ₹12,40,000/- (Rupees Twelve Lakh Forty Thousand only) per month for the aforesaid period.

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

The Board of Directors recommends the Special Resolution set out under Item No. 6 of the Notice for approval of the Members.

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

Date: 10/08/2026
Place: Noida

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

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

Annexure to Notice in terms of Section 188 of the Companies Act, 2013 and the rules made thereunder, read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, and the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" dated October 13, 2025 ("RPT Industry Standards"), the following information in respect of the proposed Related Party Transaction(s) is provided 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 the related party transaction with M/s OIL Drilling Consultancy Services, a sole proprietorship firm of Shri Pramod Kumar Gupta, Chairman-cum-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 casing pipe with high performance multi start 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 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).	Commencing from the conclusion of the 44th Annual General Meeting ("AGM") and continuing until the conclusion of the 45th AGM, to be held in the year 2027.
d)	Value of the proposed transaction	The aggregate monetary value of the transactions under the said Agreement shall not exceed ₹1,48,80,000/- (Rupees One Crore Forty-Eight Lakh Eighty Thousand only) during the contractual period, 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	Value of the proposed transaction represents 0.80% (approx.) of the turnover (standalone) of the Company for FY 2025-26.
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

Sr. No.	Particulars	Information/ Details with respect to M/s Oil Drilling Consultancy Services
g)	Justification as to why the RPT is in the interest of the listed entity	M/s Oil Drilling Consultancy Services, proprietor Shri Gupta is a highly qualified and experienced professional with 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 1985 and has held various key executive positions, including that of Chairman-cum-Managing Director. He holds a Bachelor of Engineering (B.E.) degree from BIT, Ranchi, and a Master of Science (M.S.) degree from Kansas State University, USA. He is also a certified Professional Engineer and a member of several esteemed professional bodies in the USA. The Company proposes to engage M/s Oil Drilling Consultancy Services for providing light technical consultancy services in view of its extensive experience, strategic insight and technical expertise, which are expected to support the Company's ongoing business growth and technological advancement initiatives. Its guidance and expertise will be valuable in strengthening product innovation and development in key areas, including large OD high-performance connectors and casing pipes, wireline winches, gas lift equipment and down-hole tools.
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")

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	M/s Oil Drilling Consultancy Services
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Providing Consultancy Services

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:	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 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.
	• 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).	No
	• 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 party has control.* *While calculating indirect shareholding, shareholding held by relatives shall also be considered.*	Yes

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 2025-26 1. / Consultancy Fees / ₹94.80 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.	₹37.20 Lacs (till Q1 FY 2026-27)
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 ₹148.80 Lacs
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?	No
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	0.80%
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 available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	100.00%
6.	Financial performance of the related party for the immediately preceding financial year: **Particulars** / **FY 2025-26** Turnover: 94.80 Lacs Profit After Tax: 47.83 lacs Net Worth: 0.54 lacs *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.)	Technical consultancy services in view of his extensive experience, strategic insight and technical expertise, which are expected to support the Company's ongoing business growth and technological advancement initiatives.
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)	Commencing from the conclusion of the 44th Annual General Meeting ("AGM") and continuing until the conclusion of the 45th AGM, to be held in the year 2027.
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 (₹ in Lacs) 2026-27: 74.40 2027-28: 74.40
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	M/s Oil Drilling Consultancy Services, proprietor shri Gupta is a highly qualified and experienced professional with 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 1985 and has held various key executive positions, including that of Chairman-cum-Managing Director. He holds a Bachelor of Engineering (B.E.) degree from BIT, Ranchi, and a Master of Science (M.S.) degree from Kansas State University, USA. He is also a certified Professional Engineer and a member of several esteemed professional bodies in the USA. The Company proposes to engage M/s Oil Drilling Consultancy Services for providing light technical consultancy services in view of its extensive experience, strategic insight and technical expertise, which are expected to support the Company's ongoing business growth and technological advancement initiatives. Its guidance and expertise will be valuable in strengthening product innovation and development in key areas, including large OD high-performance connectors and casing pipes, wireline winches, gas lift equipment and down-hole tools.

Sr. No.	Particulars of the information	Information provided by the management
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 forms part of the Promoter Group, 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.	No
2.	Basis of determination of price	As per industry standards
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:	NA
	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 of
United Drilling Tools Ltd.

Date: 10/08/2026
Place: Noida

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

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