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**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**

No. 3, SAVITHRI SHANMUGAM ROAD, RACE COURSE, COIMBATORE - 641 018

CIN: L01132TZ1922PLC000234

Website: unitednilgiritea.com E-Mail : headoffice@unitednilgiritea.com

Phone : 0422-2220566 Fax : 0422-2222865

# **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Ninety Second (92<sup>nd</sup>) Annual General Meeting of the Company will be held at "Sri.S.Anantharamakrishnan Hall" in the premises of M/s. T.Stanes & Company Limited, 8/23-24, Race Course Road, Coimbatore - 641 018 on Friday, the 19<sup>th</sup> September, 2014 at 2.45 PM to transact the following business :-

## **ORDINARY BUSINESS:**

1. To receive and adopt the Directors' Report, Statement of Profit and Loss for the year ended 31st March 2014 and the Balance Sheet as on that date and the Auditors' Report thereon.
2. To declare a Final Dividend for the year ended 31<sup>st</sup> March 2014.
3. To appoint a Director in place of Mr. Sankar Datta, Director who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. R. Subramaniyan, Director who retires by rotation and is eligible for re-appointment.
5. To appoint Statutory Auditors and fix their remuneration :

The retiring Auditors M/s. Fraser & Ross, Chartered Accountants, Coimbatore, retiring at the Annual General Meeting is eligible for re-appointment from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting. The Directors may be authorized to fix the remuneration payable to the auditors.

## **SPECIAL BUSINESS :**

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

**"RESOLVED** that pursuant to Article 17(a) of the Articles of Association of the Company and the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, such sum by way of commission not exceeding in the aggregate one percent per annum of the net profit of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 be paid and distributed amongst the Non Whole-time Directors as may be determined by the Board for a period of five financial years ending on 31<sup>st</sup> March 2019".

(By order of the Board)  
For The United Nilgiri Tea Estates Company Limited  
**S.RAGHURAMAN**  
General Manager (Finance) & Company Secretary

Chennai  
30<sup>th</sup> May 2014

# NOTICE OF ANNUAL GENERAL MEETING – (Contd.)

## NOTES:

The Register of Members and Share Transfer Books of the Company will remain closed from 5<sup>th</sup> September 2014 to 19<sup>th</sup> September 2014 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the Final Dividend for 2013-14.

The Dividend, when declared will be paid on or after 19<sup>th</sup> September 2014 in respect of shares held in Physical form to those members who are entitled to the same and whose names appear in the Register of Members of the Company after giving effect to all valid share transfers lodged with the Company at the end of the business hours on 4<sup>th</sup> September 2014 and in respect of shares held in electronic form, Dividend will be paid on the basis of statement of Beneficial ownership of the shares as on the closing of the business hours on 4<sup>th</sup> September 2014 as per details furnished by M/s. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

The amount of Dividends which remain unclaimed for a period of 7 years is required to be transferred to the Investor Education and Protection Fund pursuant to Section 205A of the Companies Act, 1956. Hence it is in your interest to en-cash the Dividend warrants immediately.

The Company had transferred Unclaimed Dividend in respect of Interim Dividend 2007 to the account of Investor Education and Protection Fund in terms of provisions of Section 205 A of the Companies Act, 1956.

Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their re-appointment.

Members holding shares in physical form are requested to intimate the change of address, if any, to the Company's Registrars and Share Transfer agents M/s. Integrated Enterprises (India) Limited, II Floor, 'Kences Towers', No. 1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai-600 017 or to the respective Depository Participants (DP) in case of members holding shares in electronic form.

The Securities and Exchange Board of India [SEBI] has mandated the submission of Permanent Account Number (PAN) to every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant (DP) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a Member of the Company. Forms appointing proxies should be filed with the Company at the Registered Office not less than 48 hours before the time for holding the Meeting.

## **Voting by electronic means :**

In compliance with the provisions of Sec 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 92<sup>nd</sup> Annual General Meeting (AGM) by electronic means and all business set forth in this notice may be transacted through e-voting services provided by National Securities Depository Limited [NSDL].

# NOTICE OF ANNUAL GENERAL MEETING – (Contd.)

The instructions for e-voting are as under:

- [A] In case a Member receives an e-mail from NSDL [for Members whose e-mail addresses are registered with the Company / Depositories] :
- (i) Open the e-mail and also open PDF file namely “UNITEA-e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - (ii) Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
  - (iii) Click on Shareholder – Login.
  - (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  - (v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
  - (vi) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - (vii) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
  - (viii) Select “EVEN” (E-Voting Event Number) of The United Nilgiri Tea Estates Company Limited as appearing in the Attendance Slip. Now you are ready for e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
  - (xi) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [madhu@ksrandco.in](mailto:madhu@ksrandco.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - (xiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs)- Shareholders and e-voting user manual - Shareholders, available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- [B] In case a Member receives physical copy of the Notice of AGM [for Members whose email addresses are not registered with the Company/Depositories]:
- (i) Initial password is provided in the Attendance Slip:  
EVEN (E-Voting Event Number), User ID and Password
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

# NOTICE OF ANNUAL GENERAL MEETING – (Contd.)

## [C] Other Instructions:

- (i) The e-voting period commences on Saturday, the 13<sup>th</sup> September 2014 (9.00a.m. IST) and ends on Monday, 15<sup>th</sup> September 2014 (6.00p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date [i.e.14<sup>th</sup> August 2014], will be entitled to cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- (ii) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
- (iii) Mr.C.V.Madhusudhanan, Partner, M/s. KSR & Co Company Secretaries LLP, has been appointed as the Scrutinizer to scrutinize the e-voting process and Dr.K.S.Ravichandran, Partner, M/s. KSR & Co Company Secretaries LLP, has been appointed as the Scrutinizer to scrutinize the Postal Ballot Form received from the Members who do not have access to the e-voting process, in a fair and transparent manner.
- (iv) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, M/s. KSR & Co., Company Secretaries LLP, not later than 15<sup>th</sup> September 2014 (6.00 p.m. IST).
- (v) Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [headoffice@unitednilgiritea.com](mailto:headoffice@unitednilgiritea.com) by mentioning their Folio No./DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than 15<sup>th</sup> September 2014 (6.00 p.m. IST). Ballot Forms received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- (vi) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. Similarly, the results of the postal ballot will be counted and finalized within three working days from the completion of the postal ballot process. The results of the e-voting and the postal ballot will be declared at the 92<sup>nd</sup> Annual General Meeting of the Company.
- (vii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.unitednilgiritea.com](http://www.unitednilgiritea.com) and on the website of NSDL <http://www.evoting.nsdl.com> within two days of the passing of the resolutions at the Ninety Second AGM of the Company on 19<sup>th</sup> September 2014 and will be communicated to the Madras Stock Exchange Limited where the shares of the Company are listed.

(By order of the Board)  
For The United Nilgiri Tea Estates Company Limited  
S.RAGHURAMAN  
General Manager (Finance) & Company Secretary

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 :**

**Item No : 6**

The validity of the period of resolution authorizing payment of Commission to Non Whole-time Directors at 1% of the profits passed by the members at the Annual General Meeting of the Company dated 26<sup>th</sup> August 2010 was upto 31<sup>st</sup> March 2014.

It is proposed to seek the approval of the members by a Special Resolution under Section 197 of the Companies Act, 2013, for payment of Commission at 1% of the net profits of the Company computed in the manner laid down in Sections 198 of the Companies Act, 2013 for the financial year commencing from 1<sup>st</sup> April 2014 and such commission to be distributed amongst the Non Whole-time Directors as may be determined by the Board for a period of five financial years ending on 31<sup>st</sup> March 2019.

Ms.Mallika Srinivasan, Mr.N.Srinivasan, Mr. Sankar Datta and Mr. R.Subramaniyan, may be considered as interested in this Resolution.

(By order of the Board)  
For The United Nilgiri Tea Estates Company Limited  
S.RAGHURAMAN  
General Manager (Finance) & Company Secretary

Chennai  
30<sup>th</sup> May 2014

**Brief Particulars of Directors seeking re-appointment**

<b>NAME</b>	<b>Mr. SANKAR DATTA</b>	<b>Mr. R. SUBRAMANIYAN</b>
Date of Appointment	28 <sup>th</sup> December 2005	27 <sup>th</sup> August 2008
Qualification	B.Com., F.C.A	B.Com., A.C.A., A.C.S
Expertise in special function	Business Advisory Services and Audit	Accounts and Secretarial
Directorship in other Companies	TAFE Motors and Tractors Ltd.	Nil
Management Committee Member	NIL	NIL

(By order of the Board)

**For The United Nilgiri Tea Estates Company Limited**

S.RAGHURAMAN

General Manager (Finance) & Company Secretary

Chennai,  
30th May 2014