



The United Nilgiri Tea Estates Company Limited

Regd. Office : P.B. No. 3708, No. 3, Savithri Shanmugam Road, Race Course, Coimbatore - 641 018.

Phone : 0422 - 2220566, 2220125 Fax : 0422 - 2222865 Email : unitea22@gmail.com

PAN : AABCT1206H TIN : 33141880020 CIN : L01132TZ1922PLC000234 Web : unitednilgiritea.com

NOTICE is hereby given that an Extra-ordinary General Meeting of the Company will be held at 3 PM on Monday, 10th November, 2014, at "Sri.S.Anantharamakrishnan Hall", in the premises of T. Stanes and Company Limited, 8/23-24, Race Course Road, Coimbatore, to transact the following business :

SPECIAL BUSINESS :

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

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act,2013, Mr.Sankar Datta (holding DIN 00025380), Director of the Company whose term of office is currently liable to retirement by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from 10th November 2014, not liable to retire by rotation".

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act,2013, Mr.R. Subramaniyan (holding DIN 02388984), Director of the Company whose term of office is liable to retirement by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company for a term of two years with effect from 10th November 2014, not liable to retire by rotation".

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act,2013, and pursuant to Clause 49 of the Listing Agreement, Mr.Krishna Srinivasan (holding DIN 02629544), and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three years with effect from 10th November 2014, not liable to retire by rotation".

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and pursuant to Clause 49 of the Listing Agreement, Mr.K.V.Sriram (holding DIN 02703839) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three years with effect from 10th November 2014, not liable to retire by rotation”.

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

“RESOLVED THAT Article 27 of the Articles of Association be amended by deleting the following sentence presently appearing as the second sentence in the said Article, viz.,

“A Director so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of directors, but his appointment shall automatically determine if he ceases, from any cause whatsoever, to be a Director”.

“FURTHER RESOLVED THAT the terms of appointment of Whole-time Directors, be considered, from now on, to be governed by this amendment of the Articles of Association including those in such office at present “.

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

“ RESOLVED to give consent to the Company for making an application to the National Stock Exchange Limited., Mumbai for listing 49,96,566 equity shares of Rs.10/- each fully paid up of the Company”.

(By order of the Board)
For **The United Nilgiri Tea Estates Company Limited**

Coimbatore
29-09-2014

S. RAGHURAMAN
General Manager(Finance) & Company Secretary

NOTES:

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.

Shareholders holding shares in more than one folio are requested to write to the Company enclosing their share certificates to enable the Company to consolidate their holdings in one single folio.

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 and Members holding shares in electronic form are requested to advise respective Depository Participants(DP).

In compliance with the provisions of Section 108 of the Companies Act, 2013 read together with Rule 20 of the Companies [Management and Administration] Rules, 2014 and Clause 35 B of the Listing Agreement, the Members are provided with the facility to cast their vote electronically through the e-voting services provided by NSDL., on all resolutions set forth in this Notice.

VOTING BY ELECTRONIC MEANS :

[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 with a copy marked to 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.

[B] In case a Member receives physical copy of the Notice of EGM [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.

[C] Other Instructions :

- (i) The e-voting period commences on Tuesday, the 4th November, 2014 (9.00 a.m. IST) and ends on Thursday, 6th November, 2014 (6.00 p.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 10th October 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) 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 and 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 Extra-Ordinary General Meeting of the Company.

- (v) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the EGM Notice) 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 6th November, 2014 (6.00 p.m. IST).
- (vi) Members who wish to use the physical copy of the Ballot form (instead of e-voting) may use the ballot form sent along with notice of the Extra-ordinary General Meeting. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than 6th November, 2014 (6.00 p.m. IST). Ballot Form 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.
- (vii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.unitednilgiritea.com and on the website of NSDL www.evoting.nsdl.com within two days of the Extra Ordinary General Meeting of the Company on 10th November, 2014 and communicated to the Madras Stock Exchange Limited where the shares of the Company are currently listed.

(By order of the Board)

For The United Nilgiri Tea Estates Company Limited

Coimbatore
29-09-2014

S. RAGHURAMAN
General Manager(Finance) & Company Secretary

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

Item Nos 1 to 4 of the Agenda :

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchange, appointed Mr. Sankar Datta and Mr. R.Subramaniyan as Independent Directors. Section 149 of the Companies Act, 2013 has come into force with effect from 1st April 2014 in terms of which it is now mandatory for this Company, taking into account its Board composition, to have at least four Independent Directors. The Board has considered the requirements and has recommended the following four appointments.

Mr. SANKAR DATTA is a Non-Executive Independent Director of the Company. He was inducted to the Board as a Director on 28th December 2005. With expertise in Corporate Finance and Audit, Mr. Sankar Datta is the Chairman of the Audit Committee. Also, he is a member of Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Company. Mr. Sankar Datta is also a Director in M/s. TAFE Motors and Tractors Limited., Chennai. He does not hold, by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. R. SUBRAMANIYAN was inducted to the Board as a Director on 27th August 2008. With expertise in Corporate Accounts and Secretarial functions, Mr. R. Subramaniyan is a member of the Audit Committee. Also, he is the Chairman of Stakeholders Relationship Committee . Mr. R. Subramaniyan does not hold office of the Director in any other Company. He holds by himself, 18 equity shares in the Company.

Mr. KRISHNA SRINIVASAN is a leading senior advocate specialized in corporate laws and is the legal advisor for many companies including MNCs, Central and State Public Sector undertakings, and leading educational institutions within and outside India. He practices in all the courts in the country including the Supreme Court of India. Mr. Krishna Srinivasan is a Director in Bimetal Bearings Limited. He does not hold by himself or for any other person on a beneficial basis, any share in the Company.

Mr. K.V.SRIRAM is a Chartered Accountant and a Management graduate from The Institute of Rural Management. He has wide experience in corporate finance, management assurance and advisory services and audit. He does not hold by himself or for any other person on a beneficial basis , any share in the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, read with General Circular No : 14/2014 dated 9th June 2014 issued by the Ministry of Company Affairs and Clause 49 of the Listing Agreement, Mr Sankar Datta, Mr.R.Subramaniyan, Mr. Krishna Srinivasan and Mr K.V.Sriram being eligible and offering themselves for appointment, are proposed to be appointed as Independent Directors for terms indicated in respective resolutions from the date of the Extra-Ordinary General Meeting. Notices have been received from members, proposing their appointment for the office of Director of the Company. In the opinion of the Board, Mr. Sankar Datta, Mr.R.Subramaniyan, Mr Krishna Srinivasan and Mr K.V.Sriram fulfil the conditions specified in the Companies Act, 2013 and the rules made thereunder for their appointment as Independent Directors of the Company and they are independent of the management.

Copies of the draft letter for appointment of Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that their appointment would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors of the Company. Accordingly, the Board recommends the resolution in relation to appointment of Independent Directors, for approval by the shareholders of the Company.

Except Mr.Sankar Datta, Mr.R.Subramaniyan, Mr.Krishna Srinivasan and Mr.K.V.Sriram being appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise.

The requisite deposits under Section 160 of the Companies Act,2013 in respect of all the above candidates seeking appointment as Independent Directors have been received.

Item No : 5 of the Agenda :

Currently, Article 27 of the Articles of Association reads as under :

“The Board may subject to the provisions of the Act, from time to time, appoint one or more of its Directors to the Office of Managing Director/Managing Directors and/or whole-time Director/whole-time Directors for such period and on such terms as it thinks fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his

appointment shall automatically determine if he ceases, from any cause whatsoever, to be a Director. A Managing Director and/or a whole-time Director shall, subject to the provisions of Sections 198 and 309 of the Act, receive such remuneration as may be determined by a resolution of the Company in General Meeting. The Board may entrust to and confer upon a Managing Director and/or a whole-time Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it may think fit, and either collaterally with or to the exclusion of its own powers and may, from time to time, revoke, withdraw, alter or vary all or any of such powers."

As per the above Article, the two whole-time Directors that the Company has, do not count for retirement by rotation. This creates some difficulty in complying with the provisions of Section 152(6) of the Companies Act,2013 according to which at least two-thirds of the total number of Directors should be Directors liable to retire by rotation. In order to ease the position and ensure better compliance it has been proposed by the Board to seek amendment of the said Article so that even a whole-time Director shall be liable to retirement by rotation.

Mr.D.Hegde and Mr.T.G.B. Pinto , Whole-time Directors of the Company and were last appointment to such position on 1st January 2013 till 31st December 2015. In order to comply with the provisions of Section 152(6) of the Companies Act,2013, as aforesaid, it is proposed to subject them also to retirement by rotation in modification of the fixed term appointment.

Excepting Mr.D.Hegde and Mr.T.G.B. Pinto, none of the other Directors is interested or concerned in the Resolutions.

Item No : 6 of the Agenda :

Presently the shares of the Company are exclusively listed in the Madras Stock Exchange Limited but permitted for dealing in the platform provided by National Stock Exchange. Madras Stock Exchange has advised the Company by their letter of 30th May 2014 that they had sought from SEBI " Voluntary de-recognition and exit" as a Stock Exchange.

In order to continue to provide listing facilities to shareholders for dealing in the shares of the Company, the Company proposes to seek listing the shares in National Stock Exchange Limited.

The Company fulfils all the conditions of listing with the National Stock Exchange Limited. Hence, your Directors commend the resolution for your approval.

None of the Directors is considered interested in the aforesaid Resolution.

(By order of the Board)
For The United Nilgiri Tea Estates Company Limited

Coimbatore
29-09-2014

S. RAGHURAMAN
General Manager(Finance) & Company Secretary

**PARTICULARS OF DIRECTORS SEEKING APPOINTMENT IN THE
EXTRA ORDINARY GENERAL MEETING OF THE COMPANY PURSUANT TO
CLAUSE 49 OF THE LISTING AGREEMENT**

Name of Director	Mr.SANKAR DATTA	Mr.R.SUBRAMANIYAN	Mr.KRISHNA SRINIVASAN	Mr.K.V.SRIRAM
DIN	00025380	02388984	02629544	02703839
Expertise in Special functions	Business Advisory Services and Audit	Accounts and Secretarial	Legal Advisory Services	Chartered Accountant
Qualifications	B.Com., FCA	B.Com., A.C.A., A.C.S	B.Com., B.L	FCA., MBA
List of other Companies in which Director -ship held.	TAFE Motors & Tractors Limited, Chennai	- NIL -	Bimetal Bearings Limited	- NIL -
Chairman / Member of the Committees of the Board of other Companies in which he is a Director.	Chairman – Audit Committee of the Company Member – Nomination & Remuneration Committee of the Company Member – Corporate Social Responsibility Committee of the Company	Member – Audit Committee of the Company Chairman – Stakeholders Relationship Committee of the Company	Member – Audit Committee and Remuneration Committee of Bimetal Bearings Limited	- NIL -
Shareholding as on 31 st March 2014 a) held individually b) held as Karta of HUF c) held jointly with others d) held as Executor / Trustee	- NIL -	18 SHARES	- NIL -	- NIL -
Relationship with other Directors	- NIL -	- NIL -	- NIL -	- NIL -

(By order of the Board)

For The United Nilgiri Tea Estates Company Limited

Coimbatore
29-09-2014

S. RAGHURAMAN
General Manager(Finance) & Company Secretary