

# KSR & CO COMPANY SECRETARIES LLP

PRACTISING COMPANY SECRETARIES & TRADE MARK AGENTS

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KSR/CBE/T 92/475/2015-16

August 05, 2015

Ms. Mallika Srinivasan,  
Chairman,  
The United Nilgiri Tea Estates Company Limited,  
No.3, Savithri Shanmugam Road,  
Coimbatore – 641 018.

Dear Sir,

**Sub: Report of the Scrutinizer on the Remote e-voting, ballot by post, voting at Annual General Meeting held vide Notice Dated 15<sup>th</sup>, May 2015 under Section 108 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement.**

1. The undersigned was appointed as Scrutinizer for the e-voting, voting through ballot by post and voting at Annual General Meeting in respect of resolutions proposed vide Notice dated 15<sup>th</sup>, May 2015 of The United Nilgiri Tea Estates Company Limited (the Company) as per the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015 in connection with the 93<sup>rd</sup> Annual General Meeting (AGM) of the Company convened and held on Tuesday, the 04<sup>th</sup> August 2015.
2. As per the said Notice, the cutoff date for ascertaining voting rights of shareholders for Remote e-voting and voting by ballot at AGM was 28<sup>th</sup> July 2015. In addition to the above, shareholders to whom notice of AGM was served and who have no access to remote E-voting, have also been provided an option to vote by ballot through post.
3. The e-voting commenced on Saturday, 1<sup>st</sup> August 2015 at 09.00 am (IST) and ended on Monday 03<sup>rd</sup> August, 2015 at 5.00pm (IST).
4. **As regards voting by ballot at the AGM;**
  - i. The ballots were duly opened in my presence in the presence of two witnesses who are not in the employment of the company and scrutinized and the shareholding and signatures were verified with the Register of Members/ List of Beneficiaries, as the case may be.
  - ii. At the AGM only 07 (Seven) ballots were cast. On verification of the 07 (Seven) ballots, I hereby Report that **all the Ballots are considered invalid and hence the voting by ballot at the AGM is NIL.**

1

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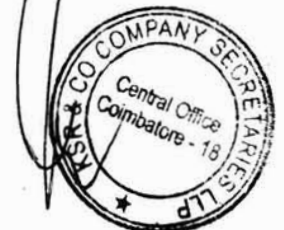
5. **As regards the option given to the shareholders to cast voting through ballot by post prior to the AGM;**

The ballot by post ended on 03/08/2015 and the scrutinizer has received in all 143 ballots. On verification of the same with the information made available to me, I hereby submit my Report on the result of voting through ballot by post, on the 5 (Five) resolutions **as per Annexure No.1** and further state as under:

- i. The ballots were duly opened in my presence and scrutinized and the shareholding and signatures were verified / confirmed with the Register of Members/ List of Beneficiaries, as the case may be.
- ii. I have been provided with adequate system support including the Register of Members / List of Beneficiaries, specimen signatures, certified extracts of board resolutions from the office of the Company's RT&A and the data from the ballots was accordingly verified and duly entered.
- iii. In determining the validity or other wise of the ballots/votes cast ballot by post and votes cast at the AGM, I have adopted the following criteria:
  - a. Where the shareholder has left the ballot blank or not indicated his vote or incorrectly filled, the ballot has been treated as invalid.
  - b. Where signatures are made available, which do not tally or ballot bears no signature or both the columns provided "for" and "against" have been tick marked or left blank, the ballot has been treated as invalid.
  - c. Where the shareholder has already exercised their voting through remote e-voting facility their ballot by post have been treated as invalid.
  - d. Based on the data and information / reports / statements, I have carried out necessary checks / verifications as I considered necessary.
  - e. Particulars of all ballots cast at the AGM have been entered in a Register separately maintained for the purpose.

6. **As regards the Remote e-voting,**

- i. The reports on Remote e-voting from portal of National Securities Depository Limited (NSDL) was opened and downloaded in the presence of two witnesses after counting the votes cast by ballot **at the AGM**, in respect of the resolutions as proposed in the said Notice.




- ii. A total of 22 shareholders have voted successfully using the Remote e-voting facility. The summary of the votes cast for and against the 5 (Five) resolutions as per the said Notice and as extracted from the summary report of Remote e-voting from the said NSDL portal is annexed as **Annexure-2**.
7. A complete summary of voting carried out by the following modes in respect of the (5) Five resolution as per the said Notice of AGM is annexed as **Annexure-3**.
  - i. Voting by ballot at the AGM
  - ii. Voting by ballot through post
  - iii. Voting thorough Remote E-voting
8. The detailed shareholder wise voting pattern by Remote e-voting has been submitted separately by e-mail to the company secretary of the company.
9. As a Scrutinizer, I have performed my duties in compliance of the provisions of Section 108 read with Companies (Management and Administration) Rules, 2014 and further read with Clause 35B of the Listing Agreement.

Place: Coimbatore

Date: 05<sup>th</sup> August 2015

For **KSR & Co Company Secretaries LLP**

  
**Mr. C.V. Madhusudhanan**  
Partner  
**SCRUTINIZER**

**ANNEXURE - 1****RESULT OF BALLOT BY POST – THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**

RES. NO.	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	POSTAL BALLOT		RESULT
			FOR	AGAINST	
1.	To receive and adopt the Directors' Report and the Statement of Profit and Loss for the year ended 31 <sup>st</sup> March 2015 and the Balance Sheet as on at that date and the Auditors' Report thereon	Ordinary	1234241	17	<b>PASSED</b>
2.	To declare a Final Dividend for the year ended 31 <sup>st</sup> March 2015	Ordinary	1234243	15	<b>PASSED</b>
3.	To appoint a Director in place of Ms.Mallika Srinivasan, Director who retires by rotation and is eligible for re-appointment	Ordinary	1234243	15	<b>PASSED</b>
4.	To appoint a Director in place of Mr.N.Srinivasan, Director who retires by rotation and is eligible for re- appointment	Ordinary	1234241	17	<b>PASSED</b>
5.	To appoint Statutory Auditors and fix their remuneration	Ordinary	1233231	17	<b>PASSED</b>



**ANNEXURE - 2****REMOTE E-VOTING POSITION OF THE UNITED NILGIRI TEA ESTATES  
COMPANY LIMITED**

RES. NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	FOR	AGAINST	TOTAL	RESULT
1.	To receive and adopt the Directors' Report and the Statement of Profit and Loss for the year ended 31 <sup>st</sup> March 2015 and the Balance Sheet as on at that date and the Auditors' Report thereon	Ordinary	2148763	0	2148763	PASSED
2.	To declare a Final Dividend for the year ended 31 <sup>st</sup> March 2015	Ordinary	2148763	0	2148763	PASSED
3.	To appoint a Director in place of Ms.Mallika Srinivasan, Director who retires by rotation and is eligible for re-appointment	Ordinary	2148763	0	2148763	PASSED
4.	To appoint a Director in place of Mr.N.Srinivasan, Director who retires by rotation and is eligible for re-appointment	Ordinary	2148763	0	2148763	PASSED
5.	To appoint Statutory Auditors and fix their remuneration	Ordinary	2148763	0	2148763	PASSED



**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED****ANNEXURE – 3****SUMMARY RESULT OF BALLOT BY POST AND REMOTE E-VOTING**

R. NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	BALLOT BY POST		REMOTE E-VOTING		GRAND TOTAL		RESULT
			FOR	AGAINST	FOR	AGAINST	FOR	AGAINST	
1.	To receive and adopt the Directors' Report and the Statement of Profit and Loss for the year ended 31 <sup>st</sup> March 2015 and the Balance Sheet as on at that date and the Auditors' Report thereon	Ordinary	1234241	17	2148763	0	3383004	17	<b>PASSED</b>
2	To declare a Final Dividend for the year ended 31 <sup>st</sup> March 2015	Ordinary	1234243	15	2148763	0	3383006	15	<b>PASSED</b>
3	To appoint a Director in place of Ms.Mallika Srinivasan Director who retires by rotation and is eligible for re-appointment	Ordinary	1234243	15	2148763	0	3383006	15	<b>PASSED</b>


**C.V.MADHUSUDHANAN**
**SCRUTINIZER FOR BALLOT BY POST AND REMOTE E-VOTING**

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4	To appoint a Director in place of Mr. N.Srinivasan, Director who retires by rotation and is eligible for re- appointment	Ordinary	1234241	17	2148763	0	3383004	17	PASSED
5	To appoint Statutory Auditors and fix their remuneration	Ordinary	1233231	17	2148763	0	3381994	17	PASSED

**C.V.MADHUSUDHANAN**

**SCRUTINIZER FOR BALLOT BY POST AND REMOTE E-VOTING**