
THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

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

CIN: L01132TZ1922PLC000234

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

Phone : 0422-2220566 Fax : 0422-2222865

NOTICE OF ANNUAL GENERAL MEETING

NINETY FOURTH ANNUAL GENERAL MEETING NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Ninety Fourth Annual General Meeting of the members 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 Saturday, the 9th July 2016 at 3.15 PM to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31 March 2016, Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended 31st March 2016 and the reports of the Board of Directors and Auditors thereon.
2. (i) To confirm the Interim Dividend of Re.1/- per equity share already paid for the financial year ended 31st March 2016 and (ii) To declare Final Dividend for the Financial Year ended 31st March 2016.
3. To appoint a Director in place of Mr. D.Hegde (DIN: 00025468), who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr.T.G.B.Pinto (DIN: 00025593), who retires by rotation and is eligible for re-appointment.
5. To ratify the appointment of M/s. Fraser & Ross, Chartered Accountants (Firm Registration No. 000829S) as Statutory Auditors for the year 2016-17 and fix their remuneration.

SPECIAL BUSINESS:

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

RESOLVED THAT subject to the provisions of Sections 196, 197 read with Schedule V to the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Mr. D. Hegde (DIN:00025468), Whole-time Director be and is hereby re-appointed for a period of three years with effect from 1st January 2016 on the following terms and conditions, within the overall ceiling limits of Section I of Part II of Schedule V to the Companies Act, 2013.

Basic Pay : Rs.2,04,000/- p.m. (in the scale of Rs.2,04,000/- to Rs.2,34,000/- with an annual increment of Rs.15,000/-)

Dearness Allowance : Rs.13,300/- p.m.

Perquisites, Allowances and Amenities:

- (i) Holiday Allowance : One Month Salary ;
- (ii) Annual Incentive : As may be sanctioned by the Board for every financial year;
- (iii) Telephone at residence and a mobile phone ;
- (iv) Participation in the Medi-claim Insurance for Hospitalisation as per Company's rules;

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- (v) Company's contribution to Provident Fund at 12% of Salary and Super annuation fund at 15% of Basic Pay ;
- (vi) Gratuity : As per Company's Rules ;
- (vii) Accommodation : The Company will provide furnished quarters ;
- (viii) Free use of Company car with driver ;
- (ix) Free Gas, Firewood, Water, and Electricity and Servants at the residence of the Director ;
- (x) Personal Accident Insurance for self as per Company's Rules.

Leave: As per Company's Rules.

Termination of Appointment: Three months' notice on either side.

Provided that the remuneration aforementioned shall be subject to the maximum limit admissible under Section 197, Schedule V & other applicable provisions of the Companies Act, 2013 as amended from time to time.

Provided further that in the event of inadequacy of profits during the term of appointment, remuneration as per the provisions of the Companies Act, 2013 will be payable subject to such Board/ Shareholder's approval as may be required.

"RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution."

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

RESOLVED THAT subject to the provisions of Sections 196, 197 read with Schedule V to the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Mr. T.G.B. Pinto (DIN: 00025593), Whole-time Director be and is hereby re-appointed for a period of three years with effect from 1st January 2016 on the following terms and conditions, within the overall ceiling limits of Section I of Part II of Schedule V to the Companies Act, 2013.

Basic Pay : Rs.1,98,500/- p.m. (in the scale of Rs.1,98,500/- to Rs.2,28,500/- with an annual increment of Rs.15,000/-)

Dearness Allowance : Rs.13,300/- p.m.

Perquisites, Allowances and Amenities:

- (i) Holiday Allowance : One Month Salary ;
- (ii) Educational Allowance : As per the rules of the Company ;
- (iii) Incentive as may be sanctioned by the Board for every financial year ;
- (iv) Telephone at residence and a mobile phone ;

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- (v) Participation in the Medi-claim Insurance for Hospitalisation as per Company's rules;
- (vi) Company's contribution to Provident Fund at 12% of Salary and Superannuation fund at 15% of Basic Pay;
- (vii) Gratuity : As per Company's Rules ;
- (viii) Accommodation : The Company will provide furnished quarters ;
- (ix) Free use of Company car with driver ;
- (x) Free Gas, Firewood, Water, and Electricity and Servants at the residence of the Director ;
- (xi) Personal Accident Insurance for self as per Company's Rules.

Leave: As per Company's Rules.

Termination of Appointment: Three months' notice on either side

Provided that the remuneration aforementioned shall be subject to the maximum limit admissible under Section 197, Schedule V & other applicable provisions of the Companies Act, 2013 as amended from time to time.

Provided further that in the event of inadequacy of profits during the term of appointment, remuneration as per the provisions of the Companies Act, 2013 will be payable subject to such Board/ Shareholder's approval as may be required.

“RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution.”

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

K. GURUSWAMY
Company Secretary

Chennai
21st May 2016

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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Proxies, in order to be effective, must be received at the Registered Office of the Company at No.3, Savithri Shanmugam Road, Race Course, Coimbatore-641018, not less than forty-eight hours before the commencement of the AGM.

A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.

- 2.** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Item No.6 and Item No.7 is annexed hereto.
- 3.** The Register of Members and the Share Transfer books of the Company will remain closed from 1st July 2016 [Friday] to 9th July 2016 [Saturday] (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for 2015-2016.
- 4.** The Dividend, when declared will be paid on or after 9th July 2016, 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 30th June 2016 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 30th June 2016 as per the details furnished by M/s. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) for this purpose.
- 5.** Under Section 124(5) of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had transferred Unclaimed Dividend in respect of Interim Dividend 2009 to the account of Investor Education and Protection Fund. Hence, it is in your interest to encash the dividend warrants immediately.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2007-08, as on the date of the 93rd Annual General Meeting held on the 4th August 2015 on the website of the IEPF viz. www.iepf.gov.in and under "Corporate" on the Website of the Company viz. www.unitednilgiritea.com

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6. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing obligations and Disclosure requirements) Regulations 2015 in respect of the Directors seeking/ re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations have been received from the Directors for their reappointment.
7. Members may note that the Notice of the 94th Annual General Meeting, Attendance Slip, Proxy Form, and the Annual Report for 2016 will also be available on the Company's website www.unitednilgiritea.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at No.3, Savithri Shanmugam Road, Race Course, Coimbatore- 641018 for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's investor email id: headoffice@unitednilgiritea.com
8. M/s.Integrated Enterprises (India) Limited, II Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600017 is the Registrar and Share Transfer Agents (RTA) of the Company to perform the share related work for shares held in physical and electronic form. Members holding shares in physical form are requested to dematerialize their shares. Members holding Shares in physical mode are requested to intimate changes in their address to M/s.Integrated Enterprises (India) Limited, II Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600017, Registrar and Share Transfer Agents (RTA) of the Company. Members holding Shares in electronic mode are requested to send the intimation for change of address to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.
9. 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 not to 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.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.

11. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the SEBI (Listing obligations and Disclosure requirements) Regulations 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 94th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting

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Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

The process and manner for remote e-voting are as under:

- A. Members whose email IDs are registered with the Company/Depository Participants(s) will receive an email from NSDL informing them of their User-ID and Password. The following are the steps to be followed:
 - i. Open email and open PDF file titled “UNITEA-e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - iii. Click on Shareholder – Login
 - iv. Enter the user ID and password as initial password/PIN noted in step (i) above. Click on Login.
 - v. The Password change menu will appear. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select “EVEN” (E-Voting Event Number) of The United Nilgiri Tea Estates Company Limited.
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on “Submit” and Remember to “Confirm” when prompted.
 - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - 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/ Authorization letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/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.evotingnsdl.com
- B. Members receiving physical copy of the Notice of AGM by Post (for Members whose e-mail addresses are not registered with the Company/ Depositories):

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- i. Initial Password is provided as below/at the bottom of the Attendance Slip.

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN
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- ii. Please follow all steps from Sl.No ii to xiii above, to cast vote.

The e-voting period commences on 6th July 2016 and ends on 8th July 2016. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (i.e 2nd July 2016), 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.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company and the notice of the meeting is sent to those who are members of the Company as on the cut-off date (i.e 6th June 2016). Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of cut-off date i.e. 2nd July 2016, may obtain the Login ID and password by sending a request at evoting@nsdl.co.in or headoffice@unitednilgiritea.com or corpserv@iepindia.com.

M/s. KSR.& Co., Practising Company Secretaries, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process, postal ballot and physical voting by the members in a fair and transparent manner.

12. Postal Ballot:

Members who do not have access to e-voting facility may duly send 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 8th July 2016 [5.00 PM IST].

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to headoffice@unitednilgiritea.com by mentioning their Folio No./DP ID and Client ID No. The duly completed Ballot Form should reach the Registered Office of the Company not later than 8th July 2016 [5.00 PM 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.

13. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which e-voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting / postal ballot facility.
14. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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15. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.unitednilgiritea.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited, Mumbai.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours from Monday to Friday (9:30 am to 5:30 pm) and on Saturdays (9:30 am to 1:30 pm) up to and including the date of the Annual General Meeting of the Company.

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

Chennai
21st May 2016

K. GURUSWAMY
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 6:

The Board of Directors has at their meeting held on 13th November 2015 re-appointed Mr. D.Hegde, Whole-time Director for a period of 3 years with effect from 1st January 2016, pursuant to Section 152 of the Companies Act, 2013. The re-appointment is subject to approval by the shareholders by means of passing an ordinary resolution at the Annual General Meeting.

The remuneration proposed is within the limits prescribed in Schedule V to the Companies Act 2013 as amended.

None of the directors, key managerial personnel or their relatives are in any way concerned or interested in the above re-appointment except Mr. D.Hegde.

The Board recommends the passing of the resolution set out in Item No.6

Item 7:

The Board of Directors has at their meeting held on 13th November 2015 re-appointed Mr. T.G.B. Pinto, Whole-time Director for a period of 3 years with effect from 1st January 2016, pursuant to Section 152 of the Companies Act, 2013. The re-appointment is subject to approval by the shareholders by means of passing an ordinary resolution at the Annual General Meeting.

The remuneration proposed is within the limits prescribed in Schedule V to the Companies Act 2013 as amended.

None of the directors, the key managerial personnel or their relatives are in any way concerned or interested in the above re-appointment except Mr. T.G.B.Pinto.

The Board recommends the passing of the resolution set out in Item No.7.

Profile of Directors seeking re-appointment at the Annual General Meeting to be held on 9th July 2016 pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015

Name of Director	Mr. D. Hegde	Mr. T.G.B. Pinto
Date of Birth	11 th February, 1954	4 th January, 1956
Date of Appointment	27 th May, 2005	27 th May, 2005
Qualification	B.Sc., (Botany)	B.Sc., (Agri)
Experience	Over 35 years in Plantation	Over 34 years in Plantation
Expertise in special function	Agricultural and Plantation activities	Agricultural and Plantation activities
Relationship between directors inter se	NA	NA
Directorship in other Companies	NIL	NIL
Committee positions held	Management Committee Member, Ootacamund Club, Ooty	NIL
No. of shares held	2,224 Equity Shares	2,950 Equity Shares

(By order of the Board)

For The United Nilgiri Tea Estates Company Limited

K. GURUSWAMY
Company Secretary

Chennai
21st May 2016