

KSR/CBE/T 92/ 34 /2016-17

July 11, 2016

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, and physical voting at Annual General Meeting held vide Notice Dated 09th, July 2016 under Section 108 of the Companies Act, 2013 read with Regulation 44 of the SEBI (LODR) Regulations, 2015.

1. The undersigned was appointed as Scrutinizer for the remote e-voting, voting through ballot by post and physical voting at Annual General Meeting in respect of resolutions proposed vide Notice dated 21st, May 2016 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 read with Regulation 44 of the SEBI (LODR) Regulations, 2015 in connection with the 94th Annual General Meeting (AGM) of the Company convened and held on Saturday, the 09th July 2016.
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 2nd July 2016. 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 remote e-voting commenced on Wednesday, 6th July 2016 and ended on Friday 08th July, 2016 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 08 (Eight) ballots** were cast. On verification of the **08 (Eight) ballots**, I hereby Report the result of ballot at the AGM as Annexure 1.

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

The ballot by post ended on 08/07/2016 and the scrutinizer has received in all 102 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 07 (Seven) resolutions **as per Annexure No.2** 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 voting through remote e-voting facility the ballot by post has 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 and by post 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 07 (Seven) 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-3**.
7. A complete summary of voting carried out by the following modes in respect of the 07 (Seven) resolutions as per the said Notice of AGM is annexed as **Annexure-4**.
 - 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 as downloaded from NSDL 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 Regulation 44 of the SEBI (LODR) Regulations, 2015.

Place: Coimbatore

For **KSR & Co Company Secretaries LLP**



Date: 11th July 2016

Mr.C.V.MADHUSUDHANAN
PARTNER
SCRUTINIZER

KSR & CO COMPANY SECRETARIES LLP

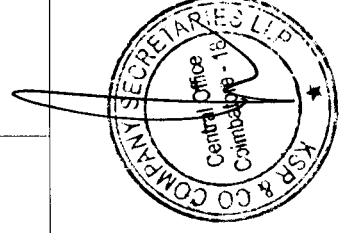
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ANNEXURE - 1

RESULT OF BALLOT AT AGM - THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

RES. NO.	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	BALLOT AT AGM		RESULT
			FOR	AGAINST	
1.	To receive and adopt the Directors' Report and the Statement of Profit and Loss for the year ended 31 st March 2016 and the Balance Sheet as on at that date and the Auditors' Report thereon	Ordinary	2201	0	PASSED
2.	To confirm the interim dividend of Re.1/- per equity share already paid for the year ended 31 st March 2016 and declare final dividend for the year ended 31 st March 2016.	Ordinary	2201	0	PASSED
3.	To appoint a Director in place of Mr.D.Hegde, [DIN:00025468] Director who retires by rotation and is eligible for re-appointment	Ordinary	2201	0	PASSED
4.	To appoint a Director in place of Mr.T.G.B. Pinto [DIN:00025593] Director who retires by rotation and is eligible for re-appointment	Ordinary	2201	0	PASSED

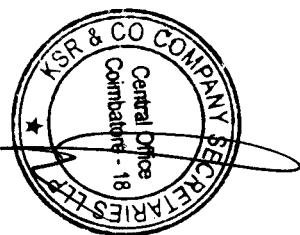


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5.	To ratify the re-appointment of Statutory Auditors and fix their remuneration	Ordinary	2201	0	PASSED
6.	To Re-appoint Mr. D.Hegde as a whole-time director for a period of three years from 01-01-2016	Ordinary	2196	0	PASSED
7.	To re-appoint Mr. T. G. B. Pinto as a whole-time director for a period of three years from 01-01-2016	Ordinary	2201	0	PASSED



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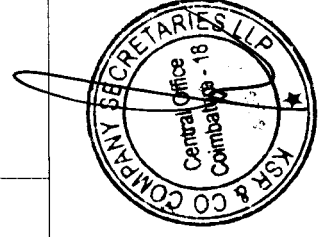
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ANNEXURE - 2

RESULT OF BALLOT BY POST – THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

RES. NO.	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	BALLOT BY POST		RESULT
			FOR	AGAINST	
1.	To receive and adopt the Directors' Report and the Statement of Profit and Loss for the year ended 31 st March 2016 and the Balance Sheet as on at that date and the Auditors' Report thereon	Ordinary	1255928	0	PASSED
2.	To confirm the interim dividend of Re.1/- per equity share already paid for the year ended 31 st March 2016 and declare final dividend for the year ended 31 st March 2016.	Ordinary	1255933	0	PASSED
3.	To appoint a Director in place of Mr.D.Hegde, [DIN:00025468] Director who retires by rotation and is eligible for re-appointment	Ordinary	1255923	10	PASSED
4.	To appoint a Director in place of Mr.T.G.B. Pinto [DIN:00025593] Director who retires by rotation and is eligible for re-appointment	Ordinary	1255923	10	PASSED



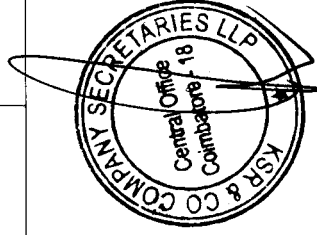
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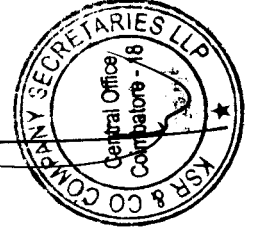


5.	To ratify the re-appointment of Statutory Auditors and fix their remuneration	Ordinary	1255931	2	PASSED
6.	To Re-appoint Mr.D.Hegde as a whole-time director for a period of three years from 01-01-2016	Ordinary	1255933	0	PASSED
7.	To re-appoint Mr. T.G.B. Pinto as a whole-time director for a period of three years from 01-01-2016	Ordinary	1255933	0	PASSED



ANNEXURE - 3**REMOTE E-VOTING POSITION OF THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**

RES. NO.	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	FOR	AGAINST	RESULT
1.	To receive and adopt the Directors' Report and the Statement of Profit and Loss for the year ended 31 st March 2016 and the Balance Sheet as on at that date and the Auditors' Report thereon	Ordinary	2241481	0	PASSED
2.	To confirm the interim dividend of Re. 1/- per equity share already paid for the year ended 31 st March 2016 and declare final dividend for the year ended 31 st March 2016	Ordinary	2302987	0	PASSED
3.	To appoint a Director in place of Mr.D.Hegde, [DIN:00025468] Director who retires by rotation and is eligible for re-appointment	Ordinary	2302987	0	PASSED
4.	To appoint a Director in place of Mr.T.G.B. Pinto [DIN:00025593] Director who retires by rotation and is eligible for re-appointment	Ordinary	2302987	0	PASSED

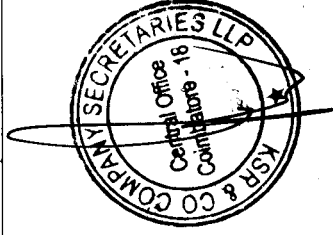


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5.	To ratify the re-appointment of Statutory Auditors and fix their remuneration	Ordinary	1531461	30	PASSED
6.	To Re-appoint Mr.D.Hegde as a whole-time director for a period of three years from 01-01-2016	Ordinary	2302987	0	PASSED
7.	To re-appoint Mr.T.G.B. Pinto as a whole-time director for a period of three years from 01-01-2016	Ordinary	2302987	0	PASSED



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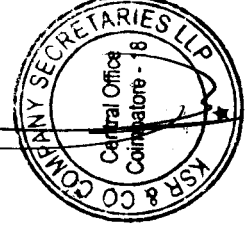


THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

ANNEXURE - 4

SUMMARY RESULT OF BALLOT BY POST, REMOTE E-VOTING AND VOTING AT AGM

R. NO.	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	BALLOT BY POST		REMOTE E-VOTING		VOTING AT THE AGM		TOTAL		RESULT
			FOR	AGAINST	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 st March 2016 and the Balance Sheet as on at that date and the Auditors' Report thereon	Ordinary	1255928	0	2241481	0	2201	0	3499610	0	PASSED



MR. C. V. MADHUSUDHANAN
SCRUTINIZER FOR BALLOT BY POST, REMOTE E-VOTING AND VOTING AT AGM

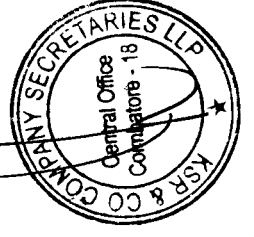


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2	To confirm the interim dividend of Re.1/- per equity share already paid for the year ended 31 st March 2016 and declare final dividend for the year ended 31 st March 2016.	Ordinary	1255933	0	2302987	0	2201	0	3561121	0	PASSED
3	To appoint a Director in place of Mr.D.Hegde, [DIN:00025468] Director who retires by rotation and is eligible for re-appointment	Ordinary	1255923	10	2302987	0	2201	0	3561111	10	PASSED
4	To appoint a Director in place of Mr.T.G.B. Pinto [DIN:00025593] Director who retires by rotation and is eligible for re-appointment	Ordinary	1255923	10	2302987	0	2201	0	3561111	10	PASSED



MR.C.V.MADHUSUDHANAN

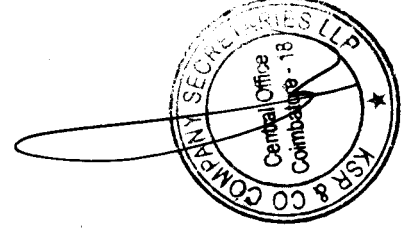
SCRUTINIZER FOR BALLOT BY POST, REMOTE E-VOTING AND VOTING AT AGM

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		1255931	2	1531461	30	2201	0	2789593	32	PASSED
5	To ratify the re-appointment of Statutory Auditors and fix their remuneration	Ordinary								
6	To Re-appoint Mr.D.Hegde as a whole-time director for a period of three years from 01-01-2016	Ordinary	0	2302987	0	2196	0	3561116	0	PASSED
7	To re-appoint Mr.T.G.B. Pinto as a whole-time director for a period of three years from 01-01-2016	Ordinary	0	2302987	0	2201	0	3561121	0	PASSED



MR.C.V.MADHUSUDHANAN

SCRUTINIZER FOR BALLOT BY POST, REMOTE E-VOTING AND VOTING AT AGM