



# 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 : headoffice@unitednilgiritea.com, unitea22@gmail.com  
PAN : AABCT1206H GSTIN-Tamilnadu : 33AABCT1206H1ZX GSTIN-Kerala : 32AABCT1206H1ZZ  
CIN : L01132TZ1922PLC000234 Web : unitednilgiritea.com

## **E-VOTING / POSTAL BALLOT NOTICE**

Dear Members,

### **Sub : Passing of Resolutions by E- Voting / Postal Ballot:**

**NOTICE** is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration Rules) 2014, and all other applicable Acts, Rules and Regulations including modifications or re-enactment thereof, **THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED** (hereinafter referred to as the 'Company') is seeking the consent of its Members by way of Special Resolutions given at the end of the notice for the re-appointment of Mr.Krishna Srinivasan and Mr.K.V.Sriram as Independent Directors as per the proposed resolutions and explanatory statement enclosed for your consideration. The Notice is being sent to all the members whose names appear on the Register of Members / list of beneficial owners as received from National Security Depository Limited (NSDL) and Central Depository Services Limited(CDSL) as on 30<sup>th</sup> September, 2017.

The Board of Directors has appointed Mr.S.Kasi Viswanathan, Partner, Gopalaiyer and Subramanian, Chartered Accountants, No 4, Guru Govind Singh Road, R.S.Puram, Coimbatore – 641 002, as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the 'Postal Ballot Form' and return the form duly completed including affixing your signature in the attached self addressed '**Business Reply Envelope**', so as to reach the scrutinizer **before the close of working hours ( 17.30 hours ) on Tuesday, 7<sup>th</sup> November, 2017.**

Postal ballot form(s) received after the said date shall be treated as if the reply from the member concerned has not been received. The scrutinizer will submit his combined report to the Chairman or any other Director duly authorized after completion of scrutiny and the results will be announced at the Registered Office of the Company on **Thursday, 9<sup>th</sup> November, 2017.** The Company shall immediately on declaration of results intimate the stock exchange (NSE) and have the results posted on the website of the Company.([www.unitednilgiritea.com](http://www.unitednilgiritea.com)). The result will also be published in the newspaper Business Line and in the regional language – Tamil.

*RVB*



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## RESOLUTIONS :

**(1) To consider and if thought fit, to pass with or without modification, the following resolution as a Special 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) **Mr.Krishna Srinivasan** (holding DIN02629544), who was appointed as an Independent Director of the Company for a term upto November 9, 2017 by the shareholders, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term from 10<sup>th</sup> November 2017 upto the conclusion of 100<sup>th</sup> Annual General Meeting of the Company to be held in 2022 or September 30, 2022, whichever is earlier, not liable to retire by rotation".

**(2) To consider and if thought fit, to pass with or without modification, the following resolution as a Special 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) **Mr.K.V.Sriram** (holding DIN: 02703839), who was appointed as an Independent Director of the Company for a term upto November 9, 2017 by the shareholders, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term from 10<sup>th</sup> November 2017 upto the conclusion of 100<sup>th</sup> Annual General Meeting of the Company to be held in 2022 or September 30, 2022, whichever is earlier, not liable to retire by rotation".

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

  
R.V.Sridharan  
Company Secretary

Coimbatore  
3<sup>rd</sup> October, 2017



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## NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed herewith.
2. The Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
3. Voting rights have to be reckoned on the paid-up value of shares registered in the name of the Member(s) as on 30<sup>th</sup> September 2017. The Postal Ballot period commences on 9<sup>th</sup> October 2017 (9.00 Hours IST) and ends on 7<sup>th</sup> November 2017 (17.30 Hours IST).
4. In compliance with Section 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to cast their votes electronically and vote on both resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this notice.
5. A member cannot exercise his vote by proxy on Postal Ballot.
6. The Board of Directors at its meeting held on 3<sup>rd</sup> October, 2017 appointed Mr.S.Kasi Viswanathan, Partner, Gopalaiyer and Subramanian, Chartered Accountants, No 4, Guru Govind Singh Road, R.S.Puram, Coimbatore - 641 002 as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
7. Members wishing to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 17.30 Hours IST) on 7<sup>th</sup> November 2017. The postage will be borne by the Company.
8. The Scrutinizer will submit his combined report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot and E voting will be announced by the Chairman or any Director of the Company duly authorised on 9<sup>th</sup> November 2017 at the registered office of the Company and will also be displayed on the Company Website ([www.unitednilgiritea.com](http://www.unitednilgiritea.com)) and communicated to National Stock exchange, depository, registrar and share transfer agent on the said date.

RVS



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## Voting through electronic means :

[1] Member will receive e-mail from NSDL informing them of their USER ID and Password. [ for Members whose e-mail addresses are registered with the Company / Depositories ] :

(i) Open e-mail and open the 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 this password is an initial password.

(ii) Open the internet browser and type the following URL: <https://www.evoting.nsd.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. 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 [tokasi.s@gopalaier.in](mailto:tokasi.s@gopalaier.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.nsd.com](http://www.evoting.nsd.com).

R/S



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[B] In case a Member receives physical copy of the Postal Ballot Notice [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 Monday, 9<sup>th</sup> October, 2017 (9.30a.m. IST) and ends on Tuesday, 7<sup>th</sup> November, 2017 (5.30p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the relevant date i.e. 30<sup>th</sup> September, 2017 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 relevant date.

(iii) Mr. S. Kasi Viswanathan, Partner, Gopalaiyer and Subramanian, Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-voting process and 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 two working days from the conclusion of the e-voting period and the postal ballot process, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's combined Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company failing her to any other Director duly authorised.

(v) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Postal Ballot Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. S. Kasi Viswanathan, Partner, Gopalaiyer and Subramanian, not later than 7<sup>th</sup> November, 2017 (5.30 p.m. IST).

(vi) 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 Tuesday, the 7<sup>th</sup> November, 2017 (5.30 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.

RYS



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(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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two days of the conclusion of Postal Ballot /e-voting process is over and communicated to the National Stock Exchange of India Limited where the shares of the Company is listed.

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

A handwritten signature in black ink, appearing to be 'R.V. Sridharan', written over a horizontal line.

R.V.Sridharan  
Company Secretary

Coimbatore  
3<sup>rd</sup> October, 2017



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

### **Item 1 and 2 of the Agenda :**

Mr.Krishna Srinivasan and Mr.K.V.Sriram were appointed as Independent Directors under Section 149 of the Companies Act, 2013 at the Extra- Ordinary General Meeting held on 10<sup>th</sup> November, 2014 and their term of office will end on 9<sup>th</sup> November, 2017. It is proposed to re-appoint them from 10<sup>th</sup> November 2017 upto the end of 100<sup>th</sup> Annual General Meeting of the Company to be held in 2022 or September 30, 2022 whichever is earlier and they are liable to retire by rotation.

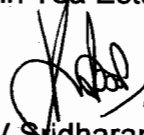
The Board, on the recommendation of Nomination and Remuneration Committee, commends the resolution in relation to the re-appointment of Independent Directors for approval of the shareholders by special resolution to be passed in terms of Section 149 of the Companies Act, 2013.

A brief profile of the Directors proposed to be re-appointed is given in the annexure to the Notice.

### **INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :**

Except, 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 financial or otherwise in the resolutions set out in items 1 and 2 of the agenda.

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

  
R.V.Sridharan  
Company Secretary

Coimbatore  
3<sup>rd</sup> October, 2017



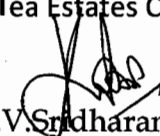
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## PARTICULARS OF DIRECTORS SEEKING RE-APPOINTMENT PURSUANT TO SECTION 149 OF THE COMPANIES ACT, 2013 :

Name of Director	Mr.KRISHNA SRINIVASAN	Mr.K.V.SRIRAM
DIN	02629544	02703839
Expertise in Special functions	Legal Advisory Services	Chartered Accountant
Qualifications	B.Com., B.L	FCA MBA
List of other Companies in which Director-ship held.	Bimetal Bearings Limited	Capri Management Services Pvt Ltd TAFE Reach Ltd TAFE Access Ltd
Chairman / Member of the Committees of the Board of other Companies in which he is a Director.	Member – Audit Committee and Remuneration Committee in Bimetal Bearings Limited	Chairman, Audit Committee – TAFE Access Limited
Shareholding as on 30 <sup>th</sup> September 2017 a) held individually b) held as Karta of HUF c) held jointly with others d) held as Executor / Trustee	NIL	NIL
Relationship with other Directors	NIL	NIL

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

  
R.V.Sridharan  
Company Secretary

Coimbatore  
3<sup>rd</sup> October, 2017



**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED.,**  
**CIN : L01132T71922PLC000234**  
**Regd.Off : No : 3, SAVITHIRI SHANMUGHAM ROAD, RACE COURSE,**  
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[www.unitednilgiritea.com](http://www.unitednilgiritea.com)      Email : headoffice@unitednilgiritea.com

**BALLOT PAPER**

Sl.No :

No	Particulars	Details
1	Name of first named shareholder( in block letters )	
2	Postal Address	
3	Registered Folio No / DP iD NO and Client Id No	
4	Number of Shares held	

I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my / our “assent” or “dissent” to the said resolution by placing tick ( √ ) mark at the appropriate box below :

Item No	Description	No of Shares	I/we assent to the resolution	I/we dissent to the resolution
1	Re-appointment of <b>Mr.KRISHNA SRINIVASAN</b> [ DIN : 02629544 ] as an Independent Director (Special Resolution )			
2	Re-appointment of <b>Mr.K.V.SRIRAM</b> [ DIN : 02703839 ] as an Independent Director (Special Resolution )			

Place : \_\_\_\_\_

Date : \_\_\_\_\_

**Signature of the Member**

**Note** : Last date for receipt of Postal Ballot form by the Scrutinizer – Tuesday, 7<sup>th</sup> November, 2017.

### **INSTRUCTIONS :**

1. A member entitled to vote and desiring to exercise his/her/its vote by postal ballot may complete the postal ballot and send it to the scrutinizer appointed by the Board of Directors of the Company in the enclosed self addressed envelope and the postage for the same will be paid by the addressee ( the Company ). However, envelope containing postal ballot forms, if sent by courier, at the expense of the member will also be accepted.
2. Postal Ballot form should be completed and signed by the members as per specimen registered with the Company and in case of joint holding, the form should be completed and signed by the first named member, failing which by the second member and failing which by the last named member.
3. In case of shares held by Companies, trusts, societies etc, duly completed postal ballot form should be accompanied by a certified copy of the Board / Committee resolution giving requisite authority to the person whose specimen signature is already registered with the Company to vote on the postal ballot form.
4. There will be only one postal ballot form for every folio irrespective of the number of joint members.
5. The right of voting by postal ballot shall not be exercised by proxy.
6. Incomplete / unsigned / mutilated , torn or voted both for and against the postal ballot shall be rejected.
7. Duly completed postal ballot form should reach the scrutinizer not later than the close of working hours (17.30 hours ) on Tuesday, 7<sup>th</sup> November, 2017. Postal ballot form received after this date will be treated as if the reply form from the members has not been received.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on 30<sup>th</sup> September 2017.

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