



THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED

CIN: L01132TZ1922PLC000234

Registered Office: No.3, Savithri Shanmugam Road, Race Course, Coimbatore – 641 018

Tel:0422-2220566 Fax: 0422-2222865

Email:headoffice@chamrajtea.com Website: www.unitednilgiritea.com

POSTAL BALLOT / E-VOTING NOTICE

Dear Members,

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the 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 the members by way of ordinary resolutions for the re-appointment of Mr.D.Hegde and Mr.TG.B.Pinto as Whole-time Directors as per the proposed resolutions and explanatory statement which is enclosed for your consideration. The Notice is being sent to all the members whose name 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 14th December 2018.

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 (5.00 pm) on 21st January 2019.

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 23rd January 2019. 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. The result will also be published in the newspaper Business Line and in the regional language-Tamil.

RESOLUTIONS

1. To consider and to give assent / dissent for the passing the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** subject to the provisions of Section 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 2019 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.

(i) Basic Pay : Rs.2,58,000/- per month (in the scale of Rs.2,58,000/- to Rs.2,98,000/- with an annual increment of Rs.20,000/-

(ii) Dearness Allowance: Rs.15,500/- per month.

Perquisites, Allowances and Amenities

- (i) Holiday Allowance : One month salary (Basic + DA);
 - (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 hospitalization as per Company's rules;
 - (v) Companies contribution to Provident Fund @ 12% of salary and Superannuation 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, 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 terms 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.

2. To consider and to give assent / dissent for the passing the following resolution as an Ordinary Resolution:

“RESOLVED THAT subject to the provisions of Section 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 2019 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.

(i) Basic Pay : Rs.2,52,500/- per month (in the scale of Rs.2,52,500/- to Rs.2,92,500/- with an annual increment of Rs.20,000/-

(ii) Dearness Allowance: Rs.15,500/- per month.

Perquisites, Allowances and Amenities

- (i) Holiday Allowance: One month Salary (Basic + DA);
 - (ii) Educational Allowance: As per rules of the Company;
 - (iii) Annual Incentive: As may be sanctioned by the Board for every financial year;
 - (iv) Telephone at residence and a mobile phone;
 - (v) Participation in the Medi-claim insurance for hospitalization as per Company's rules;
 - (vi) Companies contribution to Provident Fund@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, 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 terms 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.

Chennai
5th December 2018

By order of the Board
For The United Nilgiri Tea Estates Company Limited
R.V.Sridharan
Company Secretary

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 form will be treated as invalid.
3. Voting rights will be reckoned on the paid up value of shares registered in the name of the Member(s) as on the cut-off date 14th December 2018. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The voting rights in respect of unclaimed shares held in Unclaimed Suspense Account stands frozen in terms of Regulation 39 read with Schedule VI of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Such shareholders are to treat this notice as having been given for information purpose only.
4. In terms of Secretarial Standard -2, the resolutions on receiving the requisite number of votes shall be deemed to have been passed on 21st January 2019.
5. The Postal Ballot period commences on 22nd December 2018 (9.00 A.M.) and ends on 21st January 2019 (5.00 P.M.).
6. 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 resolutions through e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this notice.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. Members wishing to exercise their vote by postal ballot are requested to carefully read the instruction printed in the postal ballot form and return the form duly completed and signed, in the enclose self addressed business reply envelope so that it reaches the scrutinizer not later than the close of working hours (i.e. 5.00 P.M.) on 21st January 2019. The postage will be borne by the Company.
9. The Scrutinizer will submit his combined report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot/e-voting will be announced by the Chairman or any other Director of the Company duly authorized on 23rd January 2019 at the registered office of the Company and will also be displayed on the Company's website www.unitednilgiritea.com and communicated to National Stock Exchange of India Limited, Depositories, Registrar and Share Transfer Agent on the said date.

10. Members requiring any clarification may contact Mr.R.V.Sridharan, Company Secretary at No.3, Savithri Shanmugam Road, R.S.Puram, Coimbatore–641018; Phone : 0422-2220566; E-mail: headoffice@charmrajtea.com

Instructions for Remote e-Voting

How to vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of two steps which are mentioned below:

Step 1: Log –in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

Step 2: Cast your Vote electronically on NSDL e-Voting system.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:<https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS log-in. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details will be as per details given below:

Manner of holding shares i.e. Demat (NSDL, CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****)
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company (For example if folio number is 001*** and EVEN in 101456, then user ID is 101456001***)

5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to log-in and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

i. If your email ID is registered in your demat account or with the company, your 'Initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mail box. Open the email and open the attachment i.e.a.pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'Initial password'.

ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

a. Click on “ **Forgot User Details/Password ?** ”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b. “ **Physical User Reset Password ?** ” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2 – Cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on ” Submit “ and also “ Confirm “ when prompted.
6. Upon confirmation, the message “Vote cast successfully“ will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm you vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail (kasi.s@gopalaiyer.in) with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password/” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on toll free no.: 1800-222-990.

Other information

1. The remote e-Voting period commences on Saturday, December 22, 2018 at 9.00 a.m. and ends on Monday, January 21, 2019 at 5.00 p.m. (both days inclusive). During dematerialized form as on the cut-off date Friday, December 14, 2018 may cast their votes electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or voting by physical ballot.
3. The Scrutinizer shall within forty eight hours 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 or against, if any, and forward it to the Chairman of the Company failing her to any other Director duly authorized.
4. Members who do have access to e-voting facility may send duly completed Ballot Form (enclosed with the Postal Ballot Notice) so as to reach the Scrutinizer, not later than 21st January 2019 (5.00 p.m.).
5. Members have the option to request for physical copy of the ballot form by sending an e-mail to headoffice@chamrajtea.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 21st January 2019 (5.00 p.m.). 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 voting done through ballot shall be treated as invalid.
6. The results along with the Scrutinizer's Report shall be placed on the website of the Company www.unitednilgiritea.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of results. The results shall be communicated to the National Stock Exchange of India where the shares of the Company are listed.

Chennai

5th December 2018

By order of the Board
for The United Nilgiri Tea Estates Company Limited
R.V. Sridharan
Company Secretary

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

Item No.1

Mr.D.Hegde was appointed as a Director by the members at the Annual General Meeting held on 6th August 2018. His tenure of office as Whole-time Director ends on 31.12.2018.

The Board of Directors at its meeting held on 5th December 2018 re-appointed Mr.D.Hegde as Whole-time Director for a period of 3 years with effect from 1st January 2019. The re-appointment is subject to approval by the shareholders by ordinary resolution to be passed in terms of Sections 196, 197 read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Board on the recommendation of Nomination and Remuneration Committee commend the resolution in relation to the re-appointment of Mr.D.Hegde for the approval of shareholders by ordinary resolution.

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, financially or otherwise in the above resolution except Mr.D.Hegde.

The Board recommends the passing of the resolution set out in Item No.1

Item No.2

Mr.T.G.B.Pinto was appointed as a Director by the members at the Annual General Meeting held on 6th August 2018. His tenure of office as Whole-time Director ends on 31.12.2018.

The Board of Directors at its meeting held on 5th December 2018 re-appointed Mr.T.G.B.Pinto as Whole-time Director for a period of 3 years with effect from 1st January 2019.

The re-appointment is subject to approval by the shareholders by ordinary resolution to be passed in terms of Sections 196, 197 read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Board on the recommendation of Nomination and Remuneration Committee commend the resolution in relation to the re-appointment of Mr.T.G.B.Pinto for the approval of shareholders by ordinary resolution.

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, financially or otherwise in the above resolution except Mr.T.G.B.Pinto.

The Board recommends the passing of the resolution set out in Item No.2

Chennai
5th December 2018

By order of the Board
for The United Nilgiri Tea Estates Company Limited
R.V. Sridharan
Company Secretary

**Profile of Directors seeking re-appointment pursuant to
Regulation 36 of the SEBI
(Listing Obligations & Disclosure Requirements) Regulations, 2015**

Name of the Director	D.Hegde	T.G.B.Pinto
DIN	00025468	00025593
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 37 years in Plantation	Over 36 years in Plantation
Expertise in Special Functions	Agricultural and Plantation Activities	Agricultural and Plantation Activities
List of Companies in which Directorship held	Nil	Nil
Chairman/Member of the Committees of the Board of other Companies in which he is a Director	Nil	Nil
Shareholding as on 14.12.2018 held individually	2,224 Equity Shares	2,950 Equity Shares
Relationship between Directors inter se	None	None

Chennai
5th December 2018

By order of the Board
for The United Nilgiri Tea Estates Company Limited
R.V. Sridharan
Company Secretary



THE UNITED NILGIRI TEA ESTATES CO. LTD

CIN : L01132TZ1922PLC000234

Registered Office : No. 3, Savithiri Shanmugham Road, Race Course, Coimbatore - 641 018.

Tel : 0422 2220566, Fax : 0422 2222865,

Email : headoffice@chamrajtea.com; Website : www.unitednilgiritea.com

BALLOT FORM

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 Ordinary 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 resolutions 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 Mr. D. HEGDE [DIN: 00025468] as Whole-time Director (Ordinary Resolution)			
2	Re-appointment of Mr. T.G.B. PINTO [DIN:00025593] as Whole-time Director (Ordinary Resolution)			

Place : _____

Date : _____

Signature of the Member

Note : Last date for receipt of postal ballot form by the Scrutinizer–Monday, 21st January 2019.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

INSTRUCTIONS

1. A member entitled to vote and desiring to exercise his/her/its vote by postal ballot may complete the postal ballot form and send it to the scrutinizer appointed by the Board 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 the last named member.
3. In case 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 (5.00 p.m.) on Monday, 21st January 2019. Postal ballot form received after this date will be treated as if the reply 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 14th December 2018.