



REPORT OF SCRUTINIZER

(Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2015)

To

Chairman
The United Nilgiri Tea Estates Company Limited
No.3, Savithri Shanmugam Road,
Coimbatore- 641018

Dear Sir/Madam,

I, S. Kasi Viswanathan B.Com, FCA Practicing Chartered Accountant, Coimbatore was appointed as Scrutinizer of "The United Nilgiri Tea Estates Company Limited" (the company) for the purpose of scrutinizing the E – Voting process (remote e-voting) and electronic voting (e-voting) during the AGM carried out as per section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Amendment Rules, 2015 on the below mentioned resolutions proposed at the 100th (Hundredth) Annual General Meeting of the Equity Shareholders of the company held on 9th, August 2022 at 2:45 pm through VC and, my report is as under,

1. The compliance with the provisions of the Companies Act ,2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the notice of the 100th Annual General Meeting of the company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) and by electronic voting (e-voting) at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions.
2. The e voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) was provided by National Securities Depository Limited (NSDL)
3. The Remote E-Voting period remained open from 9.00 AM on Saturday, 6thAugust, 2022 up to 5.00 PM on Monday, 8thAugust 2022.
4. The Company has also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier through e-voting facility provided by the NSDL at the AGM.
5. The Equity shareholders holding shares as on 2nd August, 2022, "cut-off date", were entitled to vote on the resolutions stated in the notice of the 100th Annual General Meeting of the company.
6. As per the information given by the company the names of the shareholders who had voted by remote e- voting through the facility provided by NSDL had been blocked and only those members

Report of Scrutinizer on remote e-voting process and electronic e-voting at AGM by members of The United Nilgiri Tea Estates Company Limited at the 100th AGM held on 9th August, 2022





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who were present at the AGM through VC / OAVM and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the Annual General meeting.

- After Closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of National Securities Depository Limited (<http://www.evoting.nsdl.com>) in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
- I have collated the votes cast through electronic voting (e-voting), remote e-voting; at the venue and the same have been furnished hereunder.

Resolution	Mode	For			Against		
		No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Ordinary Business							
1 To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022, together with the Report of the Board of Directors and Auditors thereon. (Ordinary Resolution)	Remote E-Voting	61	28,21,408		1	50	
	E-voting (at the AGM)	2	23				
	Total	63	28,21,431	99.9982	1	50	0.0018
2 (i) To confirm the payment of interim dividend of Re.1/- per equity share and (ii) To declare Final Dividend for the financial year 2021-22 (Ordinary Resolution)	Remote E-Voting	59	26,25,247		3	1,96,211	
	E-voting at the AGM	2	23				
	Total	61	26,25,270	93.0458	3	1,96,211	6.9542
3 To appoint a Director in place of Mr. T.G.B. Pinto (DIN 00025593), who retires by rotation and is eligible for re-appointment. (Ordinary Resolution)	Remote E-Voting	59	26,25,247		3	1,96,211	
	E-voting at the AGM	2	23				
	Total	61	26,25,270	93.0458	3	1,96,211	6.9542
4 To reappoint M/s. K. S. Aiyar & Co., Chartered Accountants as Statutory Auditors of the Company for a second term of five years to hold office from the conclusion of 100th Annual General Meeting till the conclusion of 105th Annual General Meeting and to fix their remuneration. (Ordinary Resolution)	Remote E-Voting	60	28,21,407		2	51	
	E-voting at the AGM	2	23				
	Total	62	28,21,430	99.9982	2	51	0.0018
Special Business							
5 RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and	Remote E-Voting	59	26,25,247		3	1,96,211	

Report of Scrutinizer on remote e-voting process and electronic e-voting at AGM by members of The United Nilgiri Tea Estates Company Limited at the 100th AGM held on 9th August, 2022.





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	all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and Regulation 17, 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. P.B. Sampath (DIN : 00037043), who has submitted a declaration that he meets the criteria of independence under Section 149 (6) of the Act, Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation commencing from the conclusion of 100th Annual General Meeting up to the conclusion of 102nd Annual General Meeting for the financial year 2023-2024 to be held in the year 2024. (Special Resolution)	E-voting at the AGM	2	23				
		Total	61	26,25,270	93.0458	3	1,96,211	6.9542
6	RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and Regulation 17, 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. R. Vijayaraghavan (DIN : 00026763), who has submitted a declaration that he meets the criteria of independence under Section 149 (6) of the Act, Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation commencing from the conclusion of 100th Annual General Meeting up to the conclusion of 103rd Annual General Meeting for the financial year 2024-2025 to be held in the year 2025. (Special Resolution)	Remote E-Voting	59	26,25,247		3	1,96,211	
		E-voting at the AGM	2	23				
			61	26,25,270	93.0458	3	1,96,211	6.9542

9. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of 100th Annual General Meeting of the company and

Report of Scrutinizer on remote e-voting process and electronic e-voting at AGM by members of The United Nilgiri Tea Estates Company Limited at the 100th AGM held on 9th August, 2022.





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CHARTERED ACCOUNTANTS

thereafter the said records will be handed over to the Company Secretary of The United Nilgiri Tea Estates Company Limited.

Thanking You,

Yours faithfully,



CA S KASI VISWANATHAN
Chartered Accountant
Membership No: 026975
Partner
Gopalaiyer and Subramanian
Chartered Accountants
Firm Registration No. 000960S
UDIN: 22026975AORBGX5803

PLACE : COIMBATORE
DATE : 9th AUGUST 2022

Report of Scrutinizer on remote e-voting process and electronic e-voting at AGM by members of The United Nilgiri Tea Estates Company Limited at the 100th AGM held on 9th August, 2022.



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@unitea.co.in
PAN : AABCT1206H GSTIN-Tamilnadu : 33AABCT1206H1ZX GSTIN-Kerala : 32AABCT1206H1ZZ
CIN : L01132TZ1922PLC000234 Website : unitednilgiritea.com

UNT/E-Voting/2022-23

11th August, 2022

National Stock Exchange of India Limited
"Exchange Plaza", 5th Floor,
C1, G-Block, Bandra Kurla Complex, Bandra East,
Mumbai – 400 051

Dear Sirs,

Sub: Details of voting results of 100th Annual General Meeting held on 9th August, 2022

We submit herewith the details of voting results [remote e-voting and e-voting] of 100th Annual General Meeting of the Company held on 9th August, 2022 together with the Report of the Scrutinizer dated 9th August, 2022.

A. Details of attendance at Annual General Meeting

Particulars	
Date of Annual General Meeting	09.08.2022
Total number of shareholders as on record date	4289
Number of shareholders present in the meeting either in person or through proxy a. Promoters & Promoter Group b. Public	Not applicable Not applicable
Number of shareholders attended the meeting through Video Conference- a. Promoters & Promoter Group b. Public	13 24
Agenda –wise disclosure	
Resolutions required (Ordinary/Special)	As detailed in
Mode of Voting	"B" below
Voting results	

B. Details of voting for all items proposed at the Annual General Meeting

The mode of voting for all resolutions was by remote e-voting and e-voting at the Annual General Meeting.



... continued



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ORDINARY BUSINESS : Ordinary resolutions

Item No.1

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with report of Board of Directors and Auditors report thereon;

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		2342150	94.14	2342150	-	100.00	-
	Voting at AGM Venue					-		-
	Total	2487982	2342150	94.14	2342150	-	100.00	-
Public Institutions	E-Voting		-	-	-	-	-	-
	Voting at AGM Venue							
	Total	568522	0	0.00	0	-	0.00	-
Public-Non Institutions	E-Voting		479308	24.71	479258	50	99.99	0.01
	Voting at AGM Venue		23	0.00	23	0	100.00	-
	Total	1940062	479331	24.71	479281	50	99.99	0.01
Grand Total		4996566	2821481	56.47	2821431	50	99.99	0.01

Item No.2

(i) To confirm the payment of interim dividend of Re.1/- per equity share for the financial year 2021-22;

(ii) To declare Final Dividend for the financial year 2021-22;

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		2342150	94.14	2342150	-	100.00	-
	Voting at AGM Venue					-		-
	Total	2487982	2342150	94.14	2342150	-	100.00	-
Public Institutions	E-Voting		-	-	-	-	-	-
	Voting at AGM Venue							
	Total	568522	0	-	0	-	-	-
Public-Non Institutions	E-Voting		479308	24.71	283097	196211	59.06	40.94
	Voting at AGM Venue		23	0.00	23	-	100.00	-
	Total	1940062	479331	24.707	283120	196211	59.06	40.94
Grand Total		4996566	2821481	56.47	2625270	196211	93.05	6.95





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Item No.3

To appoint a Director in place of Mr.T.G.B.Pinto (DIN: 00025593), who retires by rotation and is eligible for re-appointment.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	2342150	94.14	2342150	-	100.00	-
	Voting at AGM Venue	0	-	-	-	-	-	-
	Total	2487982	2342150	94.14	2342150	-	100.00	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Voting at AGM Venue	-	-	-	-	-	-	-
	Total	568522	0	-	-	-	-	-
Public-Non Institutions	E-Voting	-	479308	24.71	283097	196211	59.06	40.94
	Voting at AGM Venue	-	23	0.00	23	-	100.00	-
	Total	1940062	479331	24.71	283120	196211	59.06	40.94
Grand Total		4996566	2821481	56.47	2625270	196211	93.05	6.95

Item No.4

Appointment of M/s.K.S.Aiyar & Co., Chartered Accountants as Statutory Auditors of the Company for a second term of five years to hold office from the conclusion of 100th Annual General Meeting till the conclusion of 105th Annual General Meeting and fix their remuneration.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	2342150	94.14	2342150	-	100.00	-
	Voting at AGM Venue	0	-	-	-	-	-	-
	Total	2487982	2342150	94.14	2342150	0	100.00	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Voting at AGM Venue	0	-	-	-	-	-	-
	Total	568522	0	-	-	-	-	-
Public-Non Institutions	E-Voting	-	479308	24.71	479257	51	99.99	0.01
	Voting at AGM Venue	0	23	0.00	23	-	100.00	-
	Total	1940062	479331	24.71	479280	51	99.99	0.01
Grand Total		4996566	2821481	56.47	2821430	51	99.99	0.01





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SPECIAL BUSINESS: Special Resolutions

Item No.5 - Appointment of Mr.P.B.Sampath (DIN: 00037043) as an Independent Director

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulations 17, 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr.P.B.Sampath (DIN: 00037043), who has submitted a declaration that he meets the criteria of independence under Section 149 (6) of the Act, Regulations, 2015 and who is eligible for appoint and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Independent Director of the Company, not liable to retirement by rotation commencing from the conclusion of 100th Annual General Meeting up to the conclusion of 102nd Annual General Meeting for the financial year 2023-2024 to be held in the year 2024.

Category	Mode of Voting	No. of shares held (1)	No of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	2342150	94.14	2342150	-	100.00	-
	Voting at AGM Venue	0	0	-	-	-	-	-
	Total	2487982	2342150	94.14	2342150	-	100.00	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Voting at AGM Venue	-	0	-	-	-	-	-
Public-Non Institutions	E-Voting	-	479308	24.71	283097	196211	59.06	40.94
	Voting at AGM Venue	-	23	0.00	23	-	100.00	-
	Total	1940062	479331	24.71	283120	196211	59.06	40.94
Grand Total		4996566	2821481	56.47	2625270	196211	93.05	6.95

Item No.6 - Appointment of Mr.R.VIJAYARAGHAVAN (DIN: 00026763) as an Independent Director

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulations 17, 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr.Vijayaraghavan (DIN: 00026763), who has submitted a declaration that he meets the criteria of independence under Section 149 (6) of the Act, Regulations, 2015 and who is eligible for appoint and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Independent Director of the Company, not liable to retirement by rotation commencing from the conclusion of 100th Annual General Meeting up to the conclusion of 102nd Annual General Meeting for the financial year 2023-2024 to be held in the year 2024.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	2342150	94.14	23,42,150	-	100.00	-
	Voting at AGM Venue	-	-	-	-	-	-	-
	Total	2487982	2342150	94.14	23,42,150	-	100.00	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Voting at AGM Venue	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	-	479308	24.71	283097	196211	59.06	40.94
	Voting at AGM Venue	-	23	0.00	23	-	100.00	-
	Total	1940062	479331	24.71	283120	196211	59.06	40.94
Grand Total		4996566	2821481	56.47	2625270	196211	93.05	6.95

Yours Faithfully,
For The United Nilgiri Tea Estates Co. Ltd.

S. Raghuraman
Chief Financial Officer

Encl: As above

