



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@unitea.co.in Website: 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 resolution for the appointment of Mr.R.Rajkumar [DIN:10044122] as a Whole-time Director as per the proposed resolution 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 7th April, 2023.

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 p.m.) on 16th May, 2023.

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 18th May, 2023. The Company shall immediately on declaration of results intimate the Stock Exchange (NSE) and have the results posted on the website of the Company unitednilgiritea.com.

Item No.1

Appointment of Mr.R.Rajkumar [DIN:10044122] as a Whole-time Director of the Company.

To consider and if thought fit, to pass 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 enactment(s) thereof for the time being in force), Mr.R.Rajkumar [DIN:10044122] be and is hereby appointed as a Whole-time Director of the Company for a period of three years with effect from 30th March, 2023 liable to retire by rotation 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. 1,22,480/- per month.

Dearness Allowance: Rs.6,240/- per month.

The annual increment shall be decided by the Board for every financial year.

Perquisites, Allowances and Amenities

- a. Special Allowance: Rs.77,390/- per month;
- b. Education allowance: Rs.5,375 per month;
- c. Holiday Allowance: One month salary (Basic +DA);
- d. Annual Incentive: Annual incentive to be approved by the Board based on performance each year;
- e. Telephone/ Mobile Phone: Eligible for reimbursement of telephone expenses (landline/mobile) subject to reasonable limits as per Company Policy.
- f. Mediclaim Insurance: Entitled for free medical attention as available in the estates. Expenses of treatment outside the estate is subject to the Board's prior sanction. Will be covered under Mediclaim Insurance for a sum of Rs.7,00,000/- to cover self and spouse.
- g. Company's contribution to Provident Fund @ 12% of salary and Superannuation Fund @ 15% of basic pay;
- h. Gratuity as per Company's Rules;
- i. Accommodation: The Company will provide furnished quarters;
- j. Free use of Company maintained car for official and reasonable personal use.
- k. Free Gas, firewood, water, electricity and servants at the residence of the Director;
- l. Personal Accident Insurance for self as per Company's Rules;
- m. Leave: As per Company's Rule;

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.

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

Chennai
30th March, 2023

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 7th April, 2023. 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 16th May, 2023.
5. The Postal Ballot period commences on 17th April, 2023 (9.00 a.m.) and ends on 16th May, 2023 (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 (5.00 p.m.) on 16th May, 2023. 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/Officer of the Company

duly authorized on 18th May, 2023 at the registered office of the Company and will also be displayed on the Company's website unitednilgiratea.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, Race Course, Coimbatore– 641018; Phone:0422-2220566;E-mail: headoffice@unitea.co.in.

How do I 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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-

	<p>directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

demat mode with CDSL	<p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43
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General Guidelines for shareholders

1. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body 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 to 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 resent the password.
3. In case of any queries relating to e-Voting, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-1020-990 and 1800-224-430 or or send a request at evoting@nsdl.co.in. Any query or grievance connected with the remote e-Voting may be addressed to Ms.Sarita Mote, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013. Email: evoting@nsdl.co.in, 1800 -1020-990 / 1800-224-430.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email id for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide request letter duly signed by the first mentioned shareholder stating Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to headoffice@unitea.co.in

2. In case shares are held in demat mode, please provide DP id/Client Id (16 digit DP Id + Client Id or 16 digit beneficiary Id), Name, client master copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to evoting@nsdl.co.in.
3. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.
4. Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password for e-Voting by providing above mentioned documents.

In terms of SEBI Circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other information

1. The remote e-Voting period commences on 17th April, 2023 at 9.00 a.m. and ends on 16th May, 2023 at 5.00 p.m. (both days inclusive). During this period, shareholders of the company holding shares either in physical form or in dematerialized form as on the cut-off date 7th April, 2023 may cast their votes electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on the resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. A person name whose 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 16th May, 2023 (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@unitea.co.in 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 16th May, 2023 (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 cast 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 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
30th March, 2023

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.R.Rajkumar joined the Company in June 2020 as a General Manager. He has got 29 years of experience in plantation industry. He worked in various capacities handling and overseeing factory operations, field practices, quality management, manufacture of green tea/CTC/orthodox/specialty teas and marketing including exports. It is proposed to appoint him as a Whole-time Director of the Company.

In the opinion of the Nomination and Remuneration Committee, Mr.R.Rajkumar has requisite qualification and experience for being appointed as a Whole-time Director.

The Board, on the recommendation of the Nomination and Remuneration Committee commend the resolution for the appointment of Mr.R.Rajkumar for the approval of the 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 is in any way concerned or interested, financially or otherwise in the above resolution except Mr.R.Rajkumar.

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

Chennai
30th March, 2023

**Profile of Director seeking appointment pursuant to Regulation 36 of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Name of the Director	R. Rajkumar
DIN	10044122
Date of birth	02/05/1968
Date of appointment	30/03.2023
Qualification	B. Sc Electronics
Experience	29 years' experience in tea plantations
Expertise in special function	Expertise in factory operations, manufacture of both organic and conventional teas, sound knowledge of tea, coffee and pepper, field practices, labour and quality management.
Relationship between directors inter-se	None
Directorship in other companies	Director in M/s Southern Tree Farms Limited
Committee positions held in other companies	Nil
Number of shares held	Nil

Chennai
30th March, 2023

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

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**

CIN: L01132TZ1922PLC000234

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BALLOT FORM

Serial No.:

No	Particulars	Details
1.	Name of the 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 Resolution 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.	Appointment of Mr.R.Rajkumar,[DIN: 10044122] as Whole-time director of the Company (Ordinary Resolution)			

Place :

Date :

Signature of the member

ELECTRONIC VOTING PARTICULARS

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

Note:Last date for receipt of postal ballot form by the Scrutinizer-Tuesday, 16th May, 2023

P.T.O



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

E-mail: headoffice@unitea.co.in Website: unitednilgiritea.com

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 Tuesday 16th May, 2023. 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 7th April, 2023