



GOPALAIYER AND SUBRAMANIAN

CHARTERED ACCOUNTANTS

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

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

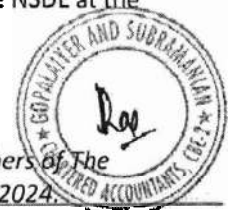
Dear Sir/Madam,

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 102nd (One hundred second) Annual General Meeting of the Equity Shareholders of the company held on 6th September 2024 at 3:00 pm Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") 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 102nd 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 Tuesday, 3rd September, 2024 up to 5.00 PM on Thursday, 5th September 2024.
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.

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 102nd AGM held on 6th September, 2024.

No. 4, Guru Govind Singh Road, R.S. Puram, Coimbatore 641 002 Tel : 0422- 4500952 / 4500941
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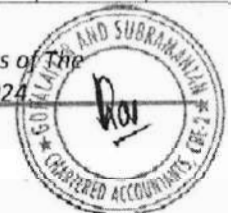
CHARTERED ACCOUNTANTS

- The Equity shareholders holding shares as on 30th August, 2024, "cut-off date", were entitled to vote on the resolutions stated in the notice of the 102nd Annual General Meeting of the company.
- 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 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.

Sl. No.	Resolution	Mode	For			Against		
			No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2024, together with the Report of the Board of Directors and Auditors thereon. (Ordinary Resolution)	Remote E-Voting	44	29,53,966		5	11,156	
		E-voting (at the AGM)		80				
		Total	47	29,54,046	99.62%	5	11,156	0.38%
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 2023-24 (Ordinary Resolution)	Remote E-Voting	43	27,58,381		6	2,06,741	
		E-voting at the AGM	3	80				
		Total	46	27,58,461	93.03%	6	2,06,741	6.97%
3	To appoint a director in place of Ms. Mallika Srinivasan [DIN 00037022] who retires by rotation and is eligible for re-appointment. (Ordinary Resolution)	Remote E-Voting	42	29,53,762		7	11,360	
		E-voting at the AGM	3	80		-	-	
		Total	45	29,53,842	99.62%	7	11,360	0.38%

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 102nd AGM held on 6th September, 2024

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	Resolution	Mode	For			Against		
			No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
	Special Business							
4	Re-appointment of Mr. P.B. Sampath [DIN:00037043] as an Independent Director. 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, 150, 152 and read with Schedule IV and 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 was appointed as an Independent Director of the Company at the 100 th Annual General Meeting held on 9th August 2022 and who holds office up-to the conclusion of 102nd Annual General Meeting and who is eligible for reappointment and 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 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 re-appointed as an Independent Director of the Company not liable to retirement by rotation to hold office for a second term of two years commencing from the conclusion of 102nd Annual General Meeting up to the conclusion of the 104 th Annual General Meeting to be held in the year 2026. (Special Resolution)	Remote E-Voting	41	27,58,177		8	2,06,945	
		E-voting at the AGM	3	80				
		Total	44	27,58,257	93.02%	8	2,06,945	6.98%
5	Payment of Commission to Non-Whole-time directors of the Company To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution. RESOLVED THAT pursuant to Article 17(a) of the Articles of Association of the Company and the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act), such sum by way commission not exceeding in the aggregate of 1% per annum of the net profit of the company computed in the manner laid down in Section 198 of the Companies Act, 2013 be paid and distributed among the directors of the Company or some or any of them (other than the whole-time	Remote E-Voting	40	27,58,170		9	2,06,952	
		E-voting at the AGM	3	80				
		Total	43	27,58,250	93.02%	9	2,06,952	6.98%

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director) in such amounts or proportion and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Company for each year commencing from the financial year 2024-25. (Ordinary Resolution)								
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9. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of 102nd Annual General Meeting of the company and thereafter the said records will be handed over to the Company Secretary of The United Nilgiri Tea Estates Company Limited.

Thanking You,

Yours faithfully,

For Gopalaiyer and Subramanian
Chartered Accountants (FRN 000960S)

CA S KASI VISWANATHAN
Partner

M. No.: 026975

UDIN: 24026975BKBDYK2123



PLACE : COIMBATORE

DATE : 06 SEPTEMBER 2024

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 102nd AGM held on 6th September, 2024.

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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/2024-25

7th September, 2024

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 102nd Annual General Meeting held on 6th September, 2024

We submit herewith the details of voting results [remote e-voting and e-voting] of 102nd Annual General Meeting of the Company held on 6th September, 2024 together with the Report of the Scrutinizer dated 6th September, 2024.

A. Details of attendance at Annual General Meeting

Particulars	
Date of Annual General Meeting	06-09-2024
Total number of shareholders as on record date [30.08.2024]	4,849
Number of shareholders present in the meeting either in person or through proxy	
a. Promoters & Promoter Group	Not applicable
b. Public	Not applicable
Number of shareholders attended the meeting through Video Conference-	
a. Promoters & Promoter Group	14
b. Public	17
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 :

Item. No.1 - Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year end 31st March 2024 together with the report of Board of Directors and Auditors

Category	Mode of Voting	No. of Shares Held	No. of Shares polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	$3 = \frac{(2)}{(1)} * 100$	4	5	$6 = \frac{(4)}{(2)} * 100$	$7 = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting Voting at AGM Total		24,87,250	99.97	24,87,250		100.00	
Public Institutions	E-Voting Voting at AGM Total							
		1,95,981						
Public Non-Institutions	E-Voting Voting at AGM Total		4,77,872	20.66	4,66,716	11,156	97.67	2.33
			80		80		100.00	
		23,12,603	4,77,952	20.66	4,66,796	11,156	97.67	2.33
		49,96,566	29,65,202		29,54,046	11,156	99.62	0.38

Item. No.2 - Ordinary Resolution

(i) To confirm the payment of Interim dividend of Re.1 per equity share and

(ii) To declare Final Dividend for the financial year 2023-24

Category	Mode of Voting	No. of Shares Held	No. of Shares polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	$3 = \frac{(2)}{(1)} * 100$	4	5	$6 = \frac{(4)}{(2)} * 100$	$7 = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting Voting at AGM Total		24,87,250	99.97	24,87,250		100.00	
Public Institutions	E-Voting Voting at AGM Total							
		1,95,981						
Public Non-Institutions	E-Voting Voting at AGM Total		4,77,872	20.66	2,71,131	2,06,741	56.74	43.26
			80		80		100.00	
		23,12,603	4,77,952	20.66	2,71,211	2,06,741	56.74	43.26
		49,96,566	29,65,202		27,58,461	2,06,741	93.03	6.97





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ORDINARY BUSINESS:

Item. No.3 - Ordinary Resolution

To appoint a director in place of Ms.Mallika Srinivasan [DIN: 00037022] who retires by rotation and is eligible for re-appointment

Category	Mode of Voting	No. of Shares Held	No. of Shares polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	$3=\frac{(2)}{(1)}*100$	4	5	$6=\frac{(4)}{(2)}*100$	$7=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	E-Voting Voting at AGM Total		24,87,250	99.97	24,87,250	-	100.00	-
Public Institutions	E-Voting Voting at AGM Total		-	-	-	-	-	-
Public Non-Institutions	E-Voting Voting at AGM Total		4,77,872	20.66	4,66,512	11,360	97.62	2.38
		23,12,603	4,77,952	20.66	4,66,592	11,360	97.62	2.38
		49,96,566	29,65,202		29,53,842	11,360	99.62	0.38

SPECIAL BUSINESS :

Item. No.4 - Special Resolution

To appoint a director in place of Mr.P.B.Sampath [DIN: 00037043] who retires by rotation and is eligible for re-appointment

Category	Mode of Voting	No. of Shares Held	No. of Shares polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	$3=\frac{(2)}{(1)}*100$	4	5	$6=\frac{(4)}{(2)}*100$	$7=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	E-Voting Voting at AGM Total		24,87,250	99.97	24,87,250		100.00	
Public Institutions	E-Voting Voting at AGM Total		-	-	-	-	-	-
Public Non-Institutions	E-Voting Voting at AGM Total		4,77,872	20.66	2,70,927	2,06,945	56.70	43.30
		23,12,603	4,77,952	20.66	2,71,007	2,06,945	56.70	43.30
		49,96,566	29,65,202		27,58,257	2,06,945	93.02	6.98





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SPECIAL BUSINESS:

Item. No.5 - Ordinary Resolution

Payment of Commission to non-whole-time Directors

Category	Mode of Voting	No. of Shares Held	No. of Shares polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	$3 = \frac{(2)}{(1)} * 100$	4	5	$6 = \frac{(4)}{(2)} * 100$	$7 = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting Voting at AGM		24,87,250	99.97	24,87,250	-	100.00	-
			-	-	-	-	-	-
	Total	24,87,982	24,87,250	99.97	24,87,250	-	100.00	-
Public Institutions	E-Voting Voting at AGM		-	-	-	-	-	-
			-	-	-	-	-	-
	Total	1,95,981	-	-	-	-	-	-
Public Non-Institutions	E-Voting Voting at AGM		4,77,872	20.66	2,70,920	2,06,952	56.70	43.30
			80	-	80	-	100.00	-
	Total	23,12,603	4,77,952	20.66	2,71,000	2,06,952	56.70	43.30
		49,96,566	29,65,202		27,58,250	2,06,952	93.02	6.98



For The United Nilgiri Tea Estates Co. Ltd.,

S. Raghuraman
Chief Financial Officer