



# The United Nilgiri Tea Estates Company Limited

Regd. Office : P.B.No. 3708, No. 3 Savithri Shanmugam Road, Racecourse Coimbatore-641018

Phone : 0422-2220566 Fax : 0422-2222865 Email : [headoffice@unitea.co.in](mailto:headoffice@unitea.co.in)

CIN: L01132TZ1922PLC000234 Website : [unitednilgiratea.com](http://unitednilgiratea.com)

**Declaration of results of the voting on resolution(s) set out in the  
Notice of the 103<sup>rd</sup> Annual General Meeting of the Company held through  
Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on 12<sup>th</sup> July, 2025**

The 103<sup>rd</sup> Annual General Meeting of the Company was held on Saturday, 12<sup>th</sup> July, 2025, at 11:00 AM (IST) through Video Conference (VC) / Other Audio-Visual Means (OAVM) to seek the approval of the members on the Resolution(s) as set out in the Notice of AGM dated 23<sup>rd</sup> May 2025 in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI Circulars") respectively from time to time permitting the conduct of the Annual General Meeting through VC/OAVM facility.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the MCA / SEBI Circulars, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, provided e-voting platform to the shareholders, who were present at the 103<sup>rd</sup> Annual General Meeting through video conference / other audio visual means and who had not cast their vote through remote e-voting, on the below mentioned resolution(s).

The Company has appointed Mr. S. Kasi Viswanathan, Partner of Gopalaier & Subramanian, Chartered Accountants, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting provided at the 103<sup>rd</sup> Annual General Meeting in a fair and transparent manner and to ascertain the requisite majority.

Accordingly, the Scrutinizer has submitted his Combined Report for the remote e-voting process and the e-voting at the 103<sup>rd</sup> Annual General Meeting held on 12<sup>th</sup> July, 2025 which has been attached hereto.

Based on the report of the Scrutinizer dated 12<sup>th</sup> July, 2025, it is hereby declared that the Resolution(s) under Item No(s).1 to 5 set out in the Notice dated 23<sup>rd</sup> May, 2025, as detailed herein below, have been duly passed by the shareholders with requisite majority.



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## Item No.1 – Ordinary Resolution

Adoption of the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 together with the Reports of the Board of Directors and Auditors thereon.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	88	28,71,473	-
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes		28,71,473	100.00
- Assent	87	28,71,461	100.00
- Dissent	1	12	Negligible

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

## Item No.2 – Ordinary Resolution

Confirmation of payment of interim dividend of Re.1/- per equity share and declaration of Final Dividend for the financial year 2024-25.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	88	28,71,473	-
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes		28,71,473	100.00
- Assent	87	28,71,461	100.00
- Dissent	1	12	Negligible

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.



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## **Item No.3 – Ordinary Resolution**

Re-appointment of Mr. R. Rajkumar [ DIN : 10044122] as Director who retires by rotation.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	88	28,71,473	-
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes		28,71,473	100.00
- Assent	86	28,71,261	99.99
- Dissent	2	212	0.01

Accordingly, the above Resolution is declared as passed as an **Ordinary Resolution** with requisite majority.

## **Item No.4 – Special Resolution**

Re-appointment of Mr. R. Vijayaraghavan [DIN:00026763] as an Independent Director of the Company.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	88	28,71,473	-
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes		28,71,473	100.00
- Assent	86	28,71,261	99.99
- Dissent	2	212	0.01

Accordingly, the above Resolution is declared as passed as a **Special Resolution** with requisite majority.



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## Item No.5– Ordinary Resolution

Appointment of Shanmugam Rajendran & Associates LLP, Company Secretaries, Chennai as Secretarial Auditors of the Company.

Particulars	No. of E-Votes	No. of Shares	Percentage to valid votes
(a) Total E- Votes Received	88	28,71,473	-
(b) Less: Invalid votes	0	0	-
(c) Net Valid E-Votes		28,71,473	100.00
- Assent	86	28,71,261	99.99
- Dissent	2	212	0.01

Accordingly, the above Resolution is declared as passed an **Ordinary Resolution** with requisite majority.

## **For The United Nilgiri Tea Estates Company Limited**

RAGHUNATHAPURA  
M VEERARAGHAVIAH  
SRIDHARAN

Digitally signed by  
RAGHUNATHAPURAM  
VEERARAGHAVIAH SRIDHARAN  
Date: 2025.07.12 18:04:20  
+05'30'

**R V Sridharan**  
**Company Secretary**

**Date : 12<sup>th</sup> July, 2025**

**Place : Chennai**



## 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 of the Companies (Management and Administration) Amendment Rules, 2015 on the below mentioned resolutions proposed at the 103<sup>rd</sup> (One hundred third) Annual General Meeting of the Equity Shareholders of the company held on 12<sup>th</sup> July 2025 at 11:00 a.m. through 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 thereunder 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 103<sup>rd</sup> 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.

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 103<sup>rd</sup> AGM held on 12<sup>th</sup> July 2025.





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 Wednesday, 9<sup>th</sup> July 2025 up to 5.00 PM on Friday, 11<sup>th</sup> July 2025.
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 5<sup>th</sup> July 2025, "cut-off date", were entitled to vote on the resolutions stated in the notice of the 103<sup>rd</sup> 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 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.
7. 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.
8. I have collated the votes cast through electronic voting (e-voting), remote e-voting; at the venue and the same have been furnished hereunder.



### ORDINARY BUSINESS

**Item No. 1:** To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2025, together with the Report of the Board of Directors and Auditors thereon.

#### Ordinary Resolution

Mode	For			Against		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Remote E-Voting	76	27,95,051		1	12	
E-voting (at the AGM)	11	76,410		-	-	
<b>Total</b>	<b>87</b>	<b>28,71,461</b>	<b>99.99%</b>	<b>1</b>	<b>12</b>	<b>0.01%</b>

**Result:** As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No. 1 as set out in the Notice of the AGM is passed with a requisite majority.

**Item No. 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 2024-25

#### Ordinary Resolution

Mode	For			Against		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Remote E-Voting	76	27,95,051		1	12	
E-voting (at the AGM)	11	76,410		-	-	
<b>Total</b>	<b>87</b>	<b>28,71,461</b>	<b>99.99%</b>	<b>1</b>	<b>12</b>	<b>0.01%</b>

**Result:** As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No. 2 as set out in the Notice of the AGM is passed with a requisite majority.

**Item No. 3:** To appoint a Director in place of Mr. R. Rajkumar [DIN 10044122] who retires by rotation and is eligible for re-appointment

### Ordinary Resolution

Mode	For			Against		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Remote E-Voting	75	27,94,851		2	212	
E-voting (at the AGM)	11	76,410		-	-	
<b>Total</b>	<b>86</b>	<b>28,71,261</b>	<b>99.99%</b>	<b>2</b>	<b>212</b>	<b>0.01%</b>

**Result:** As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No. 3 as set out in the Notice of the AGM is passed with a requisite majority.

### SPECIAL BUSINESS

**Item No. 4:** Re-appointment of Mr. R. Vijayaraghavan [DIN:00026763] as an Independent Director.

To consider and if thought fit, to pass 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, 17(1A), 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) Mr. R. Vijayaraghavan [DIN:00026763] who has attained 75 years of age and who was appointed as an Independent Director of the Company at the 100th Annual General Meeting held on 9th August 2022 and who holds office up-to the conclusion of 103rd Annual General Meeting and who is eligible for reappointment based on the report of the evaluation of his performance during

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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 103rd AGM held on 12th July 2023



the previous tenure 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 (Listing Regulations) 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 retire by rotation to hold office for a second term of three years commencing from the conclusion of 103rd Annual General Meeting up-to the conclusion of the 106th Annual General Meeting to be held in the year 2028.

### Special Resolution

Mode	For			Against		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Remote E-Voting	75	27,94,851		2	212	
E-voting (at the AGM)	11	76,410		-	-	
<b>Total</b>	<b>86</b>	<b>28,71,261</b>	<b>99.99%</b>	<b>2</b>	<b>212</b>	<b>0.01%</b>

**Result:** As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item No. 4 as set out in the Notice of the AGM is passed with a requisite majority.

**Item No. 5:** Appointment of Shanmugam Rajendran & Associates LLP, Company Secretaries as Secretarial Auditors of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment (s), statutory modification(s) or re-enactment (s) thereof, for the time being in force) and on the recommendation of the Board of Directors of the Company, Shanmugam Rajendran & Associates LLP (LLPIN: AAJ0071), Company Secretaries, Chennai be and are hereby appointed as the Secretarial Auditors of the Company for a first term of five (5) consecutive financial years commencing



from the financial year 2025-26 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

**Ordinary Resolution**

Mode	For			Against		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Remote E-Voting	75	27,94,851		2	212	
E-voting (at the AGM)	11	76,410		-	-	
<b>Total</b>	<b>86</b>	<b>28,71,261</b>	<b>99.99%</b>	<b>2</b>	<b>212</b>	<b>0.01%</b>

**Result:** As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No. 5 as set out in the Notice of the AGM is passed with a requisite majority.

9. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of 103<sup>rd</sup> 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: 25026975BMJKXC7530**



Place: Coimbatore

Date: 12 July 2025