



# 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

09.08.2024

Listing Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra East  
Mumbai – 400 051

Dear Sirs,

**Sub: Regulation of 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

We enclose herewith a copy of the Notice of 102<sup>nd</sup> Annual General Meeting of the Company to be held on 6<sup>th</sup> September, 2024.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED,**

**R.V. SRIDHARAN**  
**Company Secretary**

Encl: Notice of 102<sup>nd</sup> AGM

**THE UNITED NILGIRI TEA ESTATES COMPANY LIMITED**

REGISTERED OFFICE: No.3, SAVITHRI SHANMUGAM ROAD, RACE COURSE, COIMBATORE - 641 018

CIN : L01132TZ1922PLC000234

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

Phone : 91-422-2220566 Fax: 91-422-2222865

## 102nd ANNUAL GENERAL MEETING

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 102nd Annual General Meeting of the members of the Company will be held on Friday, the 6th September, 2024 at 03.00 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Report of the Board of Directors and Auditors thereon; and
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.
3. To appoint a Director in place of Ms. Mallika Srinivasan [DIN 00037022] who retires by rotation and is eligible for re-appointment.

**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 100th 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 upto the conclusion of the 104th Annual General Meeting to be held in the year 2026.



# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

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 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.

For THE UNITED NILGIRI TEA ESTATES CO. LTD.,

  
(R.V. SRIDHARAN)  
Company Secretary  
Chennai  
27<sup>th</sup> May 2024

(By order of the Board)

For The United Nilgiri Tea Estates Company Limited

R.V. SRIDHARAN  
Company Secretary

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, requiring social distancing as a norm to be followed and as permitted by Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA") followed by Circular No.20/2020 dated May 05, 2020, Circular No.02/2021 dated January 13, 2021 and Circular dated 5th May, 2022 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars") and SEBI Circular dated 12th May, 2020, 15th January, 2021 and 13th May, 2022, for Annual General Meeting ("AGM") to be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical attendance of the members at a common venue this AGM of the Company is being held through VC/OAVM.
2. Pursuant to the Circular No.14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, the body corporates who are members, are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate at the meeting and cast their votes through e-voting.
3. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on "first come - first served" basis. This will not include large shareholders (shareholders holding 2% or more shareholding). Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, and Auditors are allowed to attend the AGM irrespective of the above restriction concerning total number.



# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No.17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.unitednilgiritea.com](http://www.unitednilgiritea.com). The Notice can also be accessed from the website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. The Explanatory Statement pursuant to Section 102 of the Act with respect to the special business as set out in the Notice is annexed hereto. The relevant details, pursuant to Regulations 26 (4) and 36 (3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment at this AGM is also annexed.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 31st August 2024 to 6th September 2024 (both days inclusive) for determining the entitlement of the shareholders to the final dividend for the financial year 2023-24.
8. The final dividend, when declared at the AGM to be held on 6th September, 2024 will be paid subject to deduction of tax at source
  - i. To all members in respect of shares held in physical form after giving valid transfers in respect of transfer, transmission or transposition requests lodged with the Company as on the close of business hours on 30th August, 2024.
  - ii. To all beneficial owners in respect of shares held in electronic form as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on the closing hours on 30th August, 2024.
9. As per Regulation 40 of SEBI Listing Regulations as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019 except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents -Integrated Registry Management Services Private Limited for assistance in this regard.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile number, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank, branch, account number, MICR code, IFSC code, etc. to their Depository Participant in case the shares are held in electronic form and to Integrated Registry Management Services Private Limited in case the shares are held in physical form.
11. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.



# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

13. To support the 'Green Initiative,' members are requested to register their email address with the concerned Depository Participant in respect of shares held in electronic form.
14. Under Section 124(5) of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF). The Company had transferred unclaimed dividend in respect of final Dividend 2016 to the account of Investor Education and Protection Fund.
15. Members are requested to note that dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund Authority. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority.

Members whose unclaimed dividend for the financial year 2015-16 already transferred to the IEPF account and who have not encashed the dividends for the subsequent financial years, are requested to note that the underlying shares of the Company, in respect of final dividend for the financial year 2016-17, are liable to be transferred to IEPF Authority in terms of Section 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

In view of this, members are requested to claim their dividends from the Company within the stipulated time. Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form IEPF-5 which is available on [www.iepf.gov.in](http://www.iepf.gov.in)

The details of shareholders and the shares due for transfer are displayed on the website of the Company, [unitednilgiritea.com](http://unitednilgiritea.com)

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining the demat accounts. Members holding shares in physical form can submit their PAN details to the Company. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN Card to the Company for registration of transfer of securities.
17. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the members in respect of shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form SH-13. Members are requested to submit the said form to their depository participants in case the shares are held in electronic form and to the Company in case the shares are held in physical form.
18. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021 read with SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2023-24 is being sent through electronic mode to those Members whose email addresses are registered with the Company / Depository Participants. Members may note that the Notice of AGM and the Annual Report 2023-24 will also be available on the Company's website at [unitednilgiritea.com](http://unitednilgiritea.com), on the website of National Stock



# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

19. Members seeking any information with regard to the accounts are requested to write to the Company at an early date through email to [headoffice@unitea.co.in](mailto:headoffice@unitea.co.in). The same will be replied by the Company suitably.
20. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their PAN with the Company / Registrar and Share Transfer Agent (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder having PAN entitled to receive dividend amount exceeding Rs.5,000/- and who is not liable to pay income tax can submit a yearly declaration in Form 15G/ 15H, to avail the benefit of non-deduction of tax at source by email to [headoffice@unitea.co.in](mailto:headoffice@unitea.co.in). Shareholders are requested to note that in case their PAN is not registered, tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [corpserv@integratedindia.in](mailto:corpserv@integratedindia.in). The aforesaid declarations and documents need to be submitted by the Shareholders by 6th September, 2024.

21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

## 22. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL), as the authorized agency, for facilitating voting through electronic means. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. The instructions for members for remote e-voting and joining AGM are as under:

1. The e-voting period commences at 09.00 A.M. on 3rd September, 2024 and ends at 5.00 P.M. on 5th September, 2024. During this period, members of the company holding shares either in physical form or in dematerialized form as on the cut-off date 30th August, 2024 will be entitled to cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change



# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

it subsequently. Those members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

2. The Members who have cast their votes by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
3. The voting rights of members (for voting through remote e-Voting or by poll at the meeting) shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date 30th August, 2024.
4. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become members of the Company after dispatch of Notice and holding shares as on cut-off date 30th August, 2024 may obtain the Login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or [headoffice@unitea.co.in](mailto:headoffice@unitea.co.in) or [corpserv@integratedindia.in](mailto:corpserv@integratedindia.in). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on no.1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become a Member of the Company after sending the Notice and holding shares as on the cut-off date 30th August 2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
5. Mr.S.Kasi Viswanathan, Partner, M/s. Gopalaiyer & Subramanian, Chartered Accountants, has been appointed as the Scrutinizer to scrutinize both e-voting during the AGM and remote e-voting process in a fair and transparent manner.

## INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

### 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: Access to NSDL e-Voting system

##### A. Login method for e-Voting and joining virtual meeting 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:



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| Type of shareholders   | Login Method   |
|--|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> 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 <b>“Access to e-Voting”</b> 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. <b>NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period and e-Voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period and e-Voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience<br/> <b>NSDL Mobile App is available on</b><br/>  <b>App Store</b>     <b>Google Play</b><br/>       </li> </ol> |



# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

| Type of shareholders   | Login Method   |
|--|--|
| <p>Individual Shareholders holding securities in demat mode with CDSL</p>  | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab Tand then use your existing my easi user name &amp; password.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting Service Providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>  | <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 &amp; voting during the meeting.</p>  |



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**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-4886 7000.  |
| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.1800-21-09911 |

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

### How to Log-in to NSDL e-Voting website?

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 login. 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 are 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<br><br>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<br><br>For example if your Beneficiary ID is 12***** then your user ID is 12*****.  |



# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

| Manner of holding shares i.e. Demat (NSDL, CDSL) or Physical | Your User ID is:  |
|--|---|
| c) For Members holding shares in Physical Form.              | EVEN Number followed by Folio Number registered with the company<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login 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 mailbox. 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.



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## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

#### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your 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 to [kasi.s@gopalaiyer.in](mailto:kasi.s@gopalaiyer.in). Please mention the e-mail ID of Scrutinizer with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, 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](http://www.evoting.nsdl.com) or call on 022-4886 7000 or send a request to Ms. Pallavi Mhatre, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)



# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

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

1. In case shares are held in physical mode, please provide Folio No., Name of 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 DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to headoffice@unitea.co.in. 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.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Instructions for members for e-Voting on the day of the AGM are as under:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be same person mentioned for remote e- Voting.

**Instructions for members for attending the AGM through VC/OAVM are as under:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through NSDL e-voting system. Members may access the same by following the steps mentioned above for **access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed.
2. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.



# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

3. Members are encouraged to join the meeting through Laptops for better experience.
4. Further members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that participants connecting from mobile devices or tablets or through laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable WIFI or LAN connection to mitigate any kind of aforesaid glitches.
6. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first comes first served basis.
7. Members who would like to express their views/ask questions may send their questions in advance mentioning their name, demat account number/folio number, email ID, mobile number at [headoffice@unitea.co.in](mailto:headoffice@unitea.co.in) on or before 05.00 P.M.IST on 2nd September, 2024. The same will be replied by the Company suitably.
8. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at [headoffice@unitea.co.in](mailto:headoffice@unitea.co.in) before 5.00 P.M IST on 2nd September, 2024.
9. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

## Other instructions

1. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by her in writing, who shall counter sign the same.
2. The Chairman or the person authorized by her in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the results of the voting. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [unitednilgiritea.com](http://unitednilgiritea.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the declaration of result either by the Chairman or Chief Financial Officer of the Company. The results shall also be immediately forwarded to the National Stock Exchange of India Limited, Mumbai.
3. Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of AGM i. e. 6th September, 2024.

Chennai  
27<sup>th</sup> May 2024

(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.,

(R.V. SRIDHARAN)  
Company Secretary

# NOTICE OF ANNUAL GENERAL MEETING — (Contd.)

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

### Item No.4 of the agenda

Mr. P.B. Sampath is a Non-Executive Independent Director of the Company. He was appointed as an Independent Director of the Company by the members at the 100th Annual General Meeting held on 9th August 2022 for a period of two years - from the conclusion of 100th Annual General Meeting upto the conclusion of 102nd Annual General Meeting - not liable to retire by rotation.

It is proposed to re-appoint Mr. P.B. Sampath for a second term of two years commencing from the conclusion of 102nd Annual General Meeting upto the conclusion of 104th Annual General Meeting for the financial year 2025-2026 to be held in the year 2026. Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors is of the opinion that having regard to his credentials and experience in finance, accounts, internal audit and secretarial functions, his reappointment as a Non-Executive Independent Director would be beneficial to the Company and this will enable the Board to discharge its functions and duties effectively. A brief profile / expertise of Mr. P.B. Sampath is provided in the Annexure to the Notice of information of the shareholders.

The Company has, in terms of Section 160 (1) of the Companies Act, 2013, received in writing notice from a member proposing his candidature for the office of Directors.

The Board recommends the Special Resolution as set out in item No.4 of the Notice for consideration and approval of the members.

Except Mr. P.B. Sampath, none of the Directors, Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise in the above resolution.

### Item No.5 of the agenda

Section 197 of the Companies Act, 2013 (Act) permits payment of remuneration to Non-Executive Directors of a Company by way of Commission, if the Company authorizes such payment by an Ordinary Resolution. The Company has paid commission to Non-Executive Directors for earlier financial years, with the approval of the shareholders.

The resolution proposes to seek approval of members in accordance with Section 197 of the Companies Act, 2013 in order to make payment of commission to non-executive directors with effect from the financial year 2024-25. The Board of Directors will determine each year the specific amount to be paid as commission to the non-executive directors, which shall not exceed 1% of the net profits of the Company for the year, as computed in the manner referred to in Section 198 of the Act. The payment of commission would be in addition to the sitting fees payable for attending meetings of the Board and Committees thereof, if any.

All non-executive directors of the Company may be deemed interested in the resolution to the extent of commission payable to them in accordance with the proposed resolution.

The Board recommends the resolution set forth in item No.5 for the approval of the members.



**Profile of Directors seeking re-appointment at the Annual General Meeting to be held on 6th September, 2024 pursuant to Regulation 26 and 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS 2 – Secretarial Standards on General Meetings.**

| Name of the Director                         | Ms. Mallika Srinivasan   | Mr. P.B. Sampath  |
|--|--|---|
| DIN  | 00037022   | 00037043  |
| Date of Birth                                | 19th November, 1959  | 11th October, 1944  |
| Date of appointment                          | 25th January, 2011   | 9th August, 2022  |
| Qualification                                | MA from University of Madras.<br>MBA from Wharton School of Business.  | B.Com., ACA., CMA., ACS   |
| Experience and expertise in special function | Industrialist.<br>Wide experience in overall business management.  | <ol style="list-style-type: none"> <li>51 years of working experience in Finance, Accounts, Internal Audit and Secretarial functions.</li> <li>Has been Professor of Finance and Accounting.</li> <li>Served as a part-time faculty of The Institute of Chartered Accountants of India.</li> <li>Has been empanelled in the Directors Data Base of the Indian Institute of Corporate Affairs for life.</li> </ol> <p>Expertise in internal audit, cost accounting, finance and secretarial functions.</p> |
| Relationship between directors inter se      | None   | None  |
| Directorship in other companies              | <ol style="list-style-type: none"> <li>Tractors and Farm Equipment Limited</li> <li>TAFE Motors and Tractors Limited</li> <li>TAFE Access Limited</li> <li>TAFE Properties Limited</li> <li>Southern Tree Farms Limited</li> <li>Trust Properties Development Company Private Limited</li> <li>Amalgamations Private Limited</li> <li>TAFE Foundation</li> <li>Sivasailam Chamraj Education Foundation (Section 8 Company)</li> <li>Sivasailam Chamraj Hospital Foundation (Section 8 Company)</li> <li>Sai Saranagathi Charitable Foundation (Section 8 Company)</li> </ol> | <ol style="list-style-type: none"> <li>Tractors and Farm Equipment Limited</li> <li>TAFE Motors and Tractors Limited</li> <li>TAFE Access Limited</li> <li>Southern Tree Farms Limited</li> <li>Alpump Limited</li> <li>TAFE Properties Limited</li> <li>TAFE Reach Limited</li> <li>AMCO Batteries Limited</li> <li>Vidagara Tech Park Private Limited</li> <li>TAFE Foundation (Section 8 Company)</li> </ol>   |



| Name of the Director                        | Ms. Mallika Srinivasan  | Mr. P.B. Sampath   |
|---|---|--|
| Committee positions held in other companies | <p><b>TAFE Motors and Tractors Limited</b></p> <p>1. Nomination &amp; Remuneration Committee – Member</p> <p>2. Corporate Social Responsibility Committee – Chairman</p> <p><b>Tractors and Farm Equipment Limited</b></p> <p>1. Corporate Social Responsibility Committee - Chairman</p> | <p><b>Tractors and Farm Equipment Limited</b></p> <p>1. Audit Committee – Member</p> <p>2. Nomination and Remuneration Committee – Member</p> <p>3. Corporate Social Responsibility Member – Member</p> <p><b>TAFE Motors and Tractors Limited</b></p> <p>1. Audit Committee – Member</p> <p>2. Corporate Social Responsibility Committee – Member</p> <p>3. Nomination and Remuneration Committee – Member</p> <p><b>TAFE Access Limited</b></p> <p>1. Audit Committee – Chairman</p> <p>2. Nomination and Remuneration Committee – Member</p> <p><b>AMCO Batteries Limited</b></p> <p>1. Audit Committee – Chairman</p> <p>2. Nomination and Remuneration Committee - Chairman</p> |
| No. of shares held                          | 1,45,100 equity shares.   | Nil  |

Chennai  
27<sup>th</sup> May 2024



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

For THE UNITED NILGIRI TEA ESTATES CO. LTD.,

  
(R.V. SRIDHARAN)  
Company Secretary