

Form No MGT 13

Report of Scrutinizer

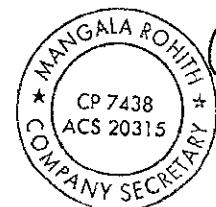
**[Combined Report of Remote e-Voting and Voting at Annual General Meeting pursuant to
Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies
(Management and Administration) Amendment Rules, 2015]**

To,
The Company Secretary,
United Breweries Limited,
On behalf of the Chairman of 16th Annual General Meeting
of the Equity Shareholders of United Breweries Limited
held on the 22nd day of September, 2015 at 11.00 A.M.
at Level 1, UB Tower, UB City
24 Vittal Mallya Road, Bengaluru - 560 001.

Dear Sir,

I Mangala Rohith, Company Secretary in Practice (ACS 20315, PCS 7438), appointed as scrutinizer for the purpose of remote e-voting and voting at the Sixteenth Annual General Meeting (16th AGM) of Equity Shareholders of United Breweries Limited (the Company), held on September 22, 2015 at Level 1, UB Tower, UB City #24 Vittal Mallya Road, Bengaluru - 560 001, on the below mentioned Resolutions, submit my consolidated report on remote e-voting and voting at the 16th AGM in terms of Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015:

1. The Company had provided remote e-voting facility for its members to exercise their right to vote in respect of business to be conducted at the 16th AGM held on September 22, 2015. The remote e-voting module was kept open during September 19, 2015, 9.00 a.m. till September 21, 2015, 5.00 p.m. I was appointed as scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority on remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (the Rules) in respect of business to be transacted at the 16th AGM of the members of the Company.
2. The Chairman of AGM allowed poll by polling paper for all those members who are present at the general meeting and have not cast their votes by availing the remote e-voting facility. The Chairman declared that a poll will be taken in respect of the Resolutions contained in the notice convening 16th AGM and I was appointed as scrutinizer for the voting process.
3. After the time fixed for closing of the poll by the Chairman, two Ballot boxes kept for polling were locked in my presence with due identification marks placed by me.



4. The locked ballot boxes were subsequently opened in my presence and polling papers were diligently scrutinized. The polling papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. The votes cast through remote e-voting were thereafter unblocked in the presence of two witnesses, Mr M S Sivasankaran and Mr Krishnappa R, not in the employment of the Company.
5. The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.
6. The combined results of remote e-voting and poll conducted at AGM is summarized as under.

Resolution No. 1:

Adoption of Accounts for the year ended March 31, 2015 and the Reports of the Auditors and Directors thereon.

(i) Voted in **favour** of the resolution

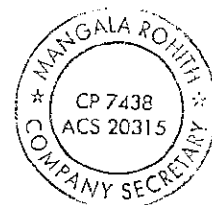
	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	203	39260963	39260955	100.00
Poll	107	176608387	176608377	100.00
Total	310	215869350	215869332	100.00

(ii) Voted against the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	2	39260963	8	0.00
Poll	1	176608387	10	0.00
Total	3	215869350	18	0.00

(iii) **Invalid** votes:

	Number of members present and voting (in person or by proxy and remote e-voting) whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll	0	0
Total	0	0



Resolution No. 2:

Declaration of Dividend @ Re.1.00 per Equity Share (100%).

(i) Voted in **favour** of the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	205	40775225	40775217	100.00
Poll	106	176608387	176608297	100.00
Total	311	217383612	217383514	100.00

(ii) Voted **against** the resolution

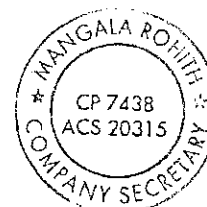
	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	2	40775225	8	0.00
Poll	1	176608387	10	0.00
Total	3	217383612	18	0.00

(iii) **Invalid** votes:

	Number of members present and voting (in person or by proxy and remote e-voting) whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll	1	80
Total	1	80

Resolution No. 3: Re-appointment of Dr. Vijay Mallya as Director, liable to retire by rotation.(i) Voted in **favour** of the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	167	38807088	36770150	94.75
Poll	107	176608387	176608377	100.00
Total	274	215415475	213378527	99.05



(ii) Voted **against** the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	33	38807088	2036938	5.54
Poll	1	176608387	10	0.00
Total	34	215415475	2036948	0.95

(iii) **Invalid** votes:

	Number of members present and voting (in person or by proxy and remote e-voting) whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll	0	0
Total	0	0

Resolution No. 4: Appointment of Auditors and fixing their Remuneration.

(i) Voted in **favour** of the resolution

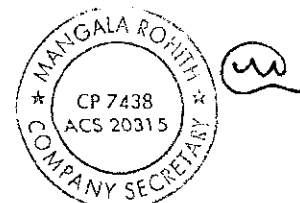
	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	202	40775222	40685717	99.78
Poll	106	176608387	176608356	100.00
Total	308	217383609	217294073	99.96

(ii) Voted **against** the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	4	40775222	89505	0.22
Poll	2	176608387	31	0.00
Total	6	217383609	89536	0.04

(iii) **Invalid** votes:

	Number of members present and voting (in person or by proxy and remote e-voting) whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll	0	0
Total	0	0



Resolution No. 5: Appointment of Mr. Sijbe Hiemstra as Director, liable to retire by rotation.

(i) Voted in **favour** of the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	196	40773225	40399536	99.08
Poll	103	176608387	176607337	100.00
Total	299	217381612	217006873	99.83

(ii) Voted **against** the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	10	40773225	373689	0.92
Poll	4	176608387	970	0.00
Total	14	217381612	374659	0.17

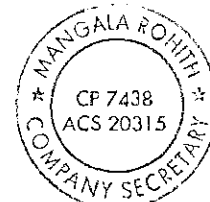
(iii) **Invalid** votes:

	Number of members present and voting (in person or by proxy and remote e-voting) whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll	1	80
Total	1	80

Resolution No. 6: Appointment of Mr. Frans Erik Eusman as Director, liable to retire by rotation.

(i) Voted in **favour** of the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	189	40775223	40112339	98.37
Poll	103	176608387	176607937	100.00
Total	292	217383610	216720276	99.69



(ii) Voted **against** the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	17	40775223	662884	1.65
Poll	4	176608387	370	0.00
Total	21	217383610	663254	0.31

(iii) **Invalid** votes:

	Number of members present and voting (in person or by proxy and remote e-voting) whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll	1	80
Total	1	80

Resolution No. 7: Appointment of Mr. Shekhar Ramamurthy as Director, not liable to retire by rotation.

(i) Voted in **favour** of the resolution

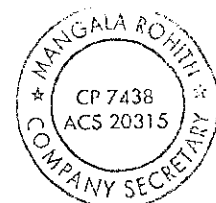
	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	195	40775225	40426203	99.14
Poll	106	176608387	176608307	100.00
Total	301	217383612	217034510	99.84

(ii) Voted **against** the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of valid votes cast	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	12	40775225	349022	0.86
Poll	2	176608387	80	4.54
Total	14	217383612	349102	0.16

(iii) **Invalid** votes:

	Number of members present and voting (in person or by proxy and remote e-voting) whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll	0	0
Total	0	0



Resolution No. 8: Appointment of Mr. Shekhar Ramamurthy as Managing Director for a term of five years.

(i) Voted in **favour** of the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of valid votes cast	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	186	40685730	40259954	98.95
Poll	104	176608387	176607307	100.00
Total	290	217294117	216867261	99.80

(ii) Voted **against** the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of valid votes cast	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	19	40685730	425776	1.06
Poll	4	176608387	1080	0.00
Total	23	217294117	426856	0.20

(iii) **Invalid** votes:

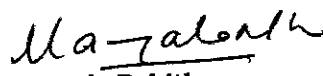
	Number of members present and voting (in person or by proxy and remote e-voting) whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll	0	0
Total	0	0

7. A Compact Disc (CD) containing a list of members who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

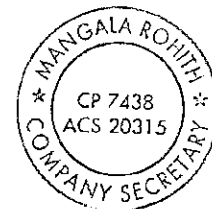
8. The poll papers and all other relevant records were sealed and are being handed over to yourself as authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,

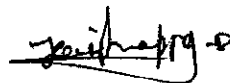

Mangala Rohith
 ACS 20315 PCS 7438
 September 23, 2015

MANGALA ROHITH B.Com., A.C.S.,
 COMPANY SECRETARY
 252/B, "RUKMINI"
 1 FLOOR, II 'C' MAIN
 1st PHASE, GIRINAGAR
 BANGALORE - 560 085.
 ACS 20315 CP7438

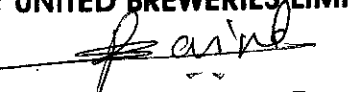


Signature of witnesses


 M S Sivasankaran


 Krishnappa R

For UNITED BREWERIES LIMITED


GOVIND IYENGAR
 Senior Vice President - Legal
 & Company Secretary