

**SCRUTINIZER REPORT**

To:

Date: 7<sup>th</sup> September, 2016

Chairman of Annual General Meeting/  
Authorized Representative appointed by the Chairman  
United Breweries Limited  
Level 1, UB Tower,  
UB City,  
#24 Vittal Mallya Road  
Bangalore

Dear Sir,

**Subject:** Consolidated Scrutinizers Report on remote E Voting conducted pursuant to the provision of Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014, and voting at the 17<sup>th</sup> Annual General Meeting of the United Breweries Limited held on Wednesday, 7<sup>th</sup> September, 2016 at 11.00 a.m.

I, Mangala Rohith, Partner, HBP & Co, Company Secretaries, Bangalore, being appointed as Scrutinizer by the Board of Directors of United Breweries Limited, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process in respect of the below mentioned resolution proposed at the Seventeenth Annual General Meeting of the members of United Breweries Limited held on Wednesday, 07<sup>th</sup> September, 2016 at 11.00 a.m.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the shareholders of the company.

The Notice dated 18<sup>th</sup> July, 2016 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions proposed at the Seventeenth Annual General Meeting of the members of the Company.

The shareholders of the Company holding shares as on the cutoff date of 31<sup>st</sup> August, 2016 were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.



Page 1 of 10

The voting period for remote e-voting commenced on Sunday, 4<sup>th</sup> September, 2016 (9.00 a.m. IST) and ended on Tuesday 6<sup>th</sup> September, 2016 (5.00 p.m. IST) and the e-voting module was blocked by NSDL thereafter.

After the closure of the voting at the Annual General Meeting, the report on the said voting taken at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes were unblocked on 7<sup>th</sup> September, 2016 at 12.32 p.m in the presence of two witnesses, viz., Ms. Akshata Rao residing #23/13, 6<sup>th</sup> Cross, 5<sup>th</sup> Main, Srinidhi Layout Konankunte, Bangalore-560062 and Mr. Sanjay Dara currently residing at No.15, 3<sup>rd</sup> Main Rain, Shakambari Nagar, Banashankari, Bangalore-560070 who are not in employment of the Company.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the download from the NSDL e-voting system, Poll at the meeting through electronic means (i.e. insta-poll at AGM).

I now submit my consolidated report as under on the result of the remote e-voting and insta voting at AGM through electronic means at the meeting in respect of the said resolution.

**Resolution No. 1 - As an Ordinary Resolution-Adoption of Financial Statement**

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	192	41969717	19.35
Voting at the meeting	92	174880543	80.65
Total	284	216850260	100.00



(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	1	99	0.00
Voting at the meeting	0	0	0.00
<b>Total</b>	<b>1</b>	<b>99</b>	<b>0.00</b>

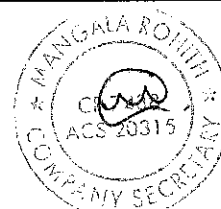
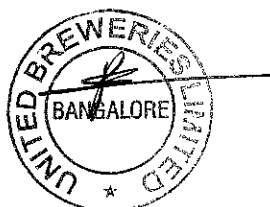
(iii) *Invalid Votes*

	Total number of members present and exercised their votes(in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Resolution No. 2 - As an Ordinary Resolution- Declaration of Dividend.**

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	201	42564133	19.57
Voting at the meeting	92	174880543	80.43
<b>Total</b>	<b>293</b>	<b>217444676</b>	<b>100.00</b>



(ii) Voted "**against**" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	1	99	0.00
Voting at the meeting	0	0	0
<b>Total</b>	<b>1</b>	<b>99</b>	<b>0.00</b>

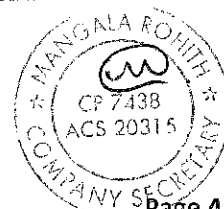
(iii) *Invalid Votes*

	Total number of members present and exercised their votes(in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Resolution No. 3 - As an ordinary resolution-Reappointment of Director retiring by Rotation-Mr. A K Ravi Nedungadi**

(i) Voting "**in Favour**" of the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	137	33839623	15.56
Voting at the meeting	92	174880543	80.43
<b>Total</b>	<b>229</b>	<b>208720166</b>	<b>95.99</b>



(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	64	8723775	4.01
Voting at the meeting	0	0	0
<b>Total</b>	<b>64</b>	<b>8723775</b>	<b>4.01</b>

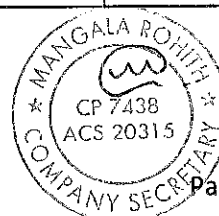
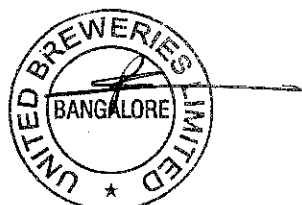
(iii) *Invalid Votes*

	Total number of members present and exercised their votes(in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Resolution No.4 - As an Ordinary Resolution - Ratification of appointment of Statutory Auditor**

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	197	42422479	19.52
Voting at the meeting	92	174880543	80.48
<b>Total</b>	<b>289</b>	<b>217303022</b>	<b>100.00</b>



(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	4	233	0.00
Voting at the meeting	0	0	0
<b>Total</b>	<b>4</b>	<b>233</b>	<b>0.00</b>

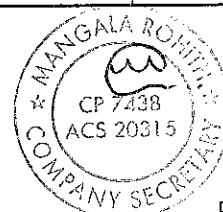
(iii) Invalid Votes

	Total number of members present and exercised their votes(in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Resolution No.5 - As an Ordinary Resolution- Re-appointment of Director-Mr. Henricus Petrus Van Zon**

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	196	42563829	19.57
Voting at the meeting	92	174880543	80.43
<b>Total</b>	<b>288</b>	<b>217444372</b>	<b>100.00</b>



(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	5	237	0.00
Voting at the meeting	0	0	0.00
<b>Total</b>	<b>5</b>	<b>237</b>	<b>0.00</b>

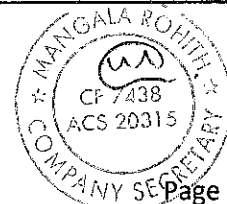
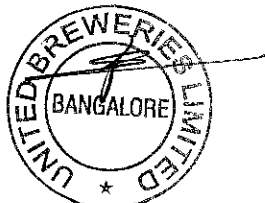
(iii) Invalid Votes

	Total number of members present and exercised their votes(in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Resolution No.6 - As an ordinary Resolution-Appointment of Director-Mr. Steven Bosch**

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	188	42086238	19.35
Voting at the meeting	92	174880543	80.43
<b>Total</b>	<b>280</b>	<b>216966781</b>	<b>99.78</b>



(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	14	477994	0.22
Voting at the meeting	0	0	0
<b>Total</b>	<b>14</b>	<b>477994</b>	<b>0.22</b>

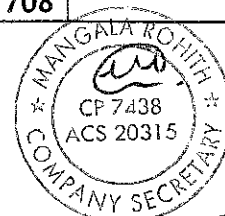
(iii) Invalid Votes

	Total number of members present and exercised their votes(in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Resolution No.7 - As an Ordinary Resolution-Appointment of Director & CFO- Mr. Steven Bosch**

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	191	42247165	19.43
Voting at the meeting	92	174880543	80.43
<b>Total</b>	<b>283</b>	<b>217127708</b>	<b>99.86</b>





(ii) Voted "against" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	11	317067	0.14
Voting at the meeting	0	0	0
<b>Total</b>	<b>11</b>	<b>317067</b>	<b>0.14</b>

(iii) Invalid Votes

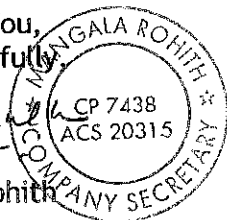
	Total number of members present and exercised their votes(in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

The Register, all other papers and relevant records relating to remote e voting and voting at the meeting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General meeting and thereafter the same would be handed over to the Company Secretary for the safe keeping.

Thanking You,  
 Yours faithfully,

*Mangala Rohith*

Mangala Rohith  
 Partner  
 HBP & Co.,  
 Company Secretaries  
 (Membership No. ACS: 20315 C.P. No:7438)



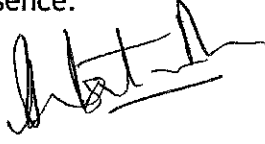
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Date: 7<sup>th</sup> September, 2016

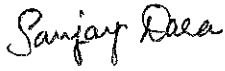
CS Hemanth B  
CS Biswajit Ghosh  
CS Pramod S M  
CS Mangala Rohith

**HBP** & CO  
Company Secretaries  
BANGALORE | NEW DELHI

We the undersigned witnesseth that the votes were unblocked from the e-voting website of National Securities Depository Limited (NSDL) ([https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com)) in our presence.



Ms. Akshata Rao  
#23/13, "Ashirvaad", 6th Cross, 5<sup>th</sup> Main, Srinidhi Layout, Konankunte  
Bangalore-560062



Mr. Sanjay Dara  
No.15, 3<sup>rd</sup> Main, Shakambari Nagar, Banashankari  
Bangalore-560070

