

**SCRUTINIZER REPORT**

To:

Date: 23<sup>rd</sup> September, 2017

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-560001

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 18<sup>th</sup> Annual General Meeting of the United Breweries Limited held on Saturday, 23<sup>rd</sup> September, 2017 at 11.00 a.m.

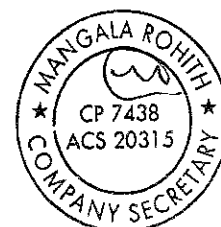
I, Mangala Rohith, Partner, BMP & Co, LLP, Company Secretaries, being appointed as Scrutinizer by the Board of Directors of United Breweries Limited, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process in respect of the below mentioned resolution proposed at the Eighteenth Annual General Meeting of the members of United Breweries Limited held on Saturday, 23<sup>rd</sup> September, 2017 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 10<sup>th</sup> of August, 2017 were sent to the shareholders in respect of the below mentioned resolutions proposed at the Eighteenth Annual General Meeting of the members of the Company.



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The shareholders of the Company holding shares as on the cutoff date of 16<sup>th</sup> September, 2017 were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Wednesday, 20<sup>th</sup> September, 2017 (9.00 a.m. IST) and ended on Friday 22<sup>nd</sup> September, 2017 (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 23<sup>rd</sup> September, 2017 at 12.20 P.M in the presence of two witnesses, viz., Ms. Akshata Rao residing No.303, 10<sup>th</sup> Main Road, 4<sup>th</sup> Block Rajajinagar, Bengaluru-560010, and Mr. Anjan currently residing at No.154/15, 7<sup>th</sup> Main, Nandakumar Layout, Banashankari, Bangalore-560061 who are not in employment of the Company.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of the two witnesses who are not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

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.



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**Resolution No. 1 - Adoption of Accounts for the year ended March 31, 2017 and the Reports of the Auditors and Directors thereon-Ordinary Resolution**

(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	162	39581317	21.31%
Voting at the meeting	76	146121386	78.69%
<b>Total</b>	<b>238</b>	<b>185702703</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	2	0.00%
Voting at the meeting	0	0	0.00%
<b>Total</b>	<b>1</b>	<b>2</b>	<b>0.00%</b>

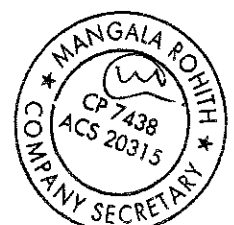
(iii) *Invalid Votes*

	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>



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**Resolution No. 2 -Declaration of Dividend on Equity Shares-Ordinary Resolution**

(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	168	39773935	21.40%
Voting at the meeting	75	146120586	78.60%
<b>Total</b>	<b>243</b>	<b>185894521</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	0	0	0
Voting at the meeting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</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>



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**Resolution No. 3 -Reappointment of Mr. Sijbe Hiemstra as Director, liable to retire by rotation- Ordinary Resolution**

(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	150	38754827	20.85%
Voting at the meeting	74	146120166	78.60%
<b>Total</b>	<b>224</b>	<b>184874993</b>	<b>99.45%</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	17	1018053	0.55%
Voting at the meeting	1	420	0.00%
<b>Total</b>	<b>18</b>	<b>1018473</b>	<b>0.55%</b>

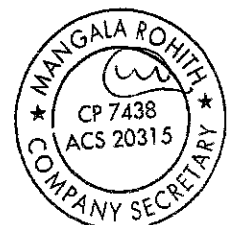
(iii) *Invalid Votes*

	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>



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**Resolution No.4 - Appointment of Auditors and fixing their Remuneration- Ordinary Resolution**

(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	164	39608549	21.31%
Voting at the meeting	74	146119811	78.60%
<b>Total</b>	<b>238</b>	<b>185728360</b>	<b>99.91%</b>

(ii) Voted "*against*" the resolution

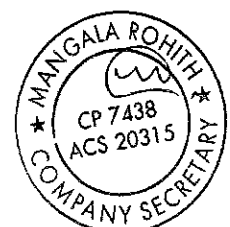
	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	4	165386	0.09%
Voting at the meeting	1	775	0.00%
<b>Total</b>	<b>5</b>	<b>166161</b>	<b>0.09%</b>

(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>

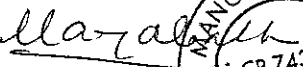


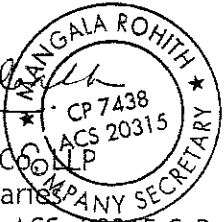
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The Register, all other papers and relevant records relating to remote e voting and voting at the meeting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General meeting and thereafter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

Thanking You,  
Yours faithfully,

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



**For UNITED BREWERIES LIMITED**




**GOVIND IYENGAR**  
Senior Vice President - Legal  
& Company Secretary

Date: 23<sup>rd</sup> September, 2017

We the undersigned witnessed 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  
No.303, 10<sup>th</sup> Main Road, 4<sup>th</sup> Block Rajajinagar, Bengaluru-560010

  
Mr. Anjan  
#154/15, 7<sup>th</sup> Main, Nandakumar Layout  
Bangalore 560061.

