

**SCRUTINIZER'S REPORT**

To,
The Chairman,
United Breweries Limited
CIN: L36999KA1999PLC025195
UB Tower, UB City, #24 Vittal Mallya Road
Bangalore - 560 001

Sub : Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting by the equity shareholders of United Breweries Limited, pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, in respect of passing of the resolutions contained in the Postal Ballot Notice dated July 25, 2024

1. I, Vinod Sunder Raman, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of United Breweries Limited ("the Company") pursuant to a Resolution passed at the Board Meeting held on July 25, 2024, to scrutinize the voting process conducted through Postal Ballot via voting by electronic means ("remote e-voting"), in a fair and transparent manner and ascertain the requisite majority on the said Postal Ballot.
2. The Postal Ballot by way of remote e-voting on the resolutions specified in the Postal Ballot Notice dated July 25, 2024 (the 'Postal Ballot Notice'), is undertaken under the provisions of sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, General Circular No. 10/2021 dated June, 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular 03/2022 dated May 5, 2022, General Circulars 10/2022 and 11/2022 both dated December 28, 2022 and General Circular 09/2023 dated September 25, 2023 ('MCA Circulars'), Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time)
3. The Management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013, Rules thereunder read with the MCA and SEBI Circulars, SS-2 and regulations contained in the SEBI LODR Regulations relating to voting through electronic means on the resolutions contained in the Postal Ballot Notice.
4. The Company appointed Central Depository Services (India) Limited as service provider for extending the facility of providing remote electronic voting to the Shareholders of the Company.





5. As per the information furnished to me, the Postal Ballot Notice along with Explanatory Statement under Section 102 of the Act was sent by electronic mode to those Members whose names appeared in the Register of Members as on **Thursday, August 8, 2024, ("Cut-off Date")** received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose e-mail address was registered with the Company/ Depositories/ Depository Participants. A copy of the Postal Ballot Notice was also available on the website of the Company (<https://www.unitedbreweries.com>), the relevant section of the website of the Stock Exchanges on which the Equity Shares of the Company are listed i.e. , BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and on the website of CDSL <https://www.evotingindia.com>, the remote e-voting service provider to the Company. Members who held Equity Share(s) of the Company as on August 8, 2024, were entitled to vote through remote e-voting process in relation to the Resolutions specified in the Postal Ballot Notice ("Eligible Members").

The dispatch of the Postal Ballot Notice by electronic mode was completed on Tuesday, August 13, 2024, where there was 2,529 bounced back cases. Subsequently, the Company sent two reminders for the bounced back cases on August 30, 2024, and September 09, 2024 respectively, where the bounced back cases were reduced to **1,454 cases**. In view of the same, out of total 64,718 cases, 63,264 were successfully delivered and 1,454 were reported as bounced back cases.

The advertisement pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 (as amended), was published on Wednesday, August 14, 2024 and a copy thereof has been furnished to me.

6. No physical copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope has been sent pursuant to the MCA Circulars. Therefore, entire voting process by members i.e., communication of the assent / dissent, has taken place entirely through the remote e-voting.
7. Remote e-voting period commenced at 09.00 a.m. (IST), Wednesday, August 14, 2024, and ended at 05.00 p.m. (IST), Thursday, September 12, 2024 (both days inclusive)
8. The responsibility as a scrutinizer for the Postal Ballot is restricted to the extent of preparation and presentation of Scrutinizer's Report of the votes cast "FOR" or "AGAINST" the resolution(s) as stated in the Notice, based on the reports generated from e-voting systems provided by CDSL, the authorized agency to provide e-voting facilities.
9. The votes cast via remote e-voting were unblocked on September 12, 2024, at 5.01 p.m. in the presence of following two witnesses not being in the employment of the Company as under:
- a) CS Kiran K R
 - b) CS Megha Matoo





10. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or DP ID / Client ID of the shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company.
11. The details containing, inter alia, list of equity shareholders, who voted "For" or "Against" each of the resolutions put to vote, were generated from the e-voting website of CDSL i.e., <https://evotingindia.com> and based on such reports generated, I hereby submit my report as under on the result of the remote e-voting:
12. Resolution No. 1 – ORDINARY RESOLUTION: Appointment of Mr. Radovan Sikorsky (DIN: 09684447) as Director ('Non-Executive Non-Independent Director') :

(i) In favour:

	No. of shareholders	No. of Votes	Percentage to total valid votes cast*
Postal Ballot (remote e-voting)	497	20,82,71,888	95.60%

(ii) Against:

	No. of shareholders	No. of Votes	Percentage to total valid votes cast*
Postal Ballot (remote e-voting)	110	95,86,236	4.40%

(iii) Invalid & Abstained:

	Invalid		Abstained	
	No. of shareholders	No. of Votes	No. of shareholders	No. of Votes
Postal Ballot (remote e-voting)	Nil	Nil	Nil	Nil

The Resolution No. 1 contained in the Notice is passed with requisite majority by the Members of the Company.

** The figures in percentage have been rounded off to 2 decimal points.*

13. Resolution No. 2 – ORDINARY RESOLUTION: Appointment of Ms. Yolanda Talamo (DIN: 10704805) as Director ('Non-Executive Non-Independent Director'):
- (i) In favour:

	No. of shareholders	No. of Votes	Percentage to total valid votes cast*
Postal Ballot (remote e-voting)	568	21,68,39,780	99.53%





(ii) Against:

	No. of shareholders	No. of Votes	Percentage to total valid votes cast*
Postal Ballot (remote e-voting)	39	10,18,344	0.47%

(iii) Invalid & Abstained:

	Invalid		Abstained	
	No. of shareholders	No. of Votes	No. of shareholders	No. of Votes
Postal Ballot (remote e-voting)	Nil	Nil	Nil	Nil

The Resolution No. 2 contained in the Notice is passed with requisite majority by the Members of the Company.

** The figures in percentage have been rounded off to 2 decimal points.*

14. The electronic data and records relating to remote e-voting currently in my safe custody will be handed over to the Company Secretary & Compliance Officer of the Company, duly authorized, for safe keeping.

Thanking You

CS Vinod Sunder Raman
Company Secretary in Practice
Membership No: A-18909
C.P. No: 22422
PR: 3016/2023



UDIN: A018909F001207195

Date: September 13, 2024
Place: Bengaluru