

Date: 29<sup>th</sup> July, 2021

To,  
The Chairman,  
United Breweries Limited  
CIN: L36999KA1999PLC025195  
"UB Tower", UB City, 24,  
Vittal Mallya Road, Bangalore-560001

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted 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 by Companies (Management and Administration) Amendment Rules, 2015 for the 22<sup>nd</sup> Annual General Meeting of United Breweries Limited held on Thursday, July 29, 2021 at 01.00 P.M. (IST) through video conferencing ('VC') / other audio-visual means ('OVAM')**

I, Pramod SM of BMP and Co. LLP, Practicing Company Secretaries, had been appointed as the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of below mentioned resolutions proposed at the 22<sup>nd</sup> Annual General Meeting of United Breweries Limited held on Thursday, July 29, 2021 at 01:00 P.M. (IST) through video conferencing ('VC') / other audio visual means ('OVAM'). I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

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The notice dated July 04, 2021, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM by the Company through electronic mode to those members whose email addresses are registered with the Company/ Depositories, in compliance with the 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 02/2021 dated January 13, 2021, issued by the Ministry of Corporate Affairs (MCA) and Circular numbers SEBI/HO/CFD/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”),.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the shareholders of the Company.

On account of the situation arising out of COVID-19 and in terms of the MCA Circulars, the Company had sent the Annual General Meeting notice in electronic form only and the same was completed on July 06, 2021.

The remote voting commenced on Monday, July 26, 2021 at 9.00 a.m. (IST) and ended on Wednesday, July 28, 2021 at 5.00 p.m. (IST) The e-voting services were provided by CDSL.

The e-voting facility was provided by CDSL. The votes were unblocked on Thursday, 29<sup>th</sup> July, 2021 around 02.55 p.m. in the presence of two witnesses, viz., Ms. Priyal Poddar, currently residing at #301/1 Shanti Niketan, 23<sup>rd</sup> Cross Road- 6<sup>th</sup> Block, Jayanagar, Bangalore-560082 and Ms. Surbhi Sharma currently residing at #611, Daga Spring Apartment, Flat No. S-4, Rajarajeswari Nagar-560098 who are not in employment of the Company.

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The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier.

The Shareholders of the Company holding shares as on the “cut-off” date of Thursday, July 22, 2021 was entitled to vote on the resolutions contained in the Notice of the AGM.

After the closure of the remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior were unblocked and were counted. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with requirements of the Act and rules relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the AGM. My responsibility as scrutinizer for the remote e-voting is restricted to making scrutinizers report of the votes cast in favour or against the resolutions. I now submit my consolidated Report as under on the result of the remote e-voting in respect of the said resolutions.



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**Resolution No. 1 – As an Ordinary Resolution - To receive, consider and adopt the audited Financial Statements of the Company (including audited consolidated Financial Statements) for the year ended March 31, 2021, together with the Reports of the Auditors and Directors thereon.**

(i) Voting “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting before the AGM	374	205095146	99.9187
Remote e-voting at the AGM	15	1094	0
<b>Total</b>	<b>389</b>	<b>205096240</b>	<b>99.9187</b>

(ii) Voted “*against*” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting before the AGM	6	166898	0.0813
Remote e-voting at the AGM	0	0	0
<b>Total</b>	<b>6</b>	<b>166898</b>	<b>0.0813</b>

(iii) Invalid Votes

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)
Remote e- voting before the AGM	0	0
Remote e- voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

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**Resolution No. 2 – As an Ordinary Resolution - To declare a Dividend.**

(i) Voting “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting before the AGM	377	205282601	99.9997
Remote e-voting at the AGM	15	1094	0
<b>Total</b>	<b>392</b>	<b>205283695</b>	<b>99.9997</b>

(ii) Voted “**against**” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting before the AGM	4	570	0.0003
Remote e-voting at the AGM	0	0	0
<b>Total</b>	<b>4</b>	<b>570</b>	<b>0.0003</b>

(iii) **Invalid Votes**

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)
Remote e- voting before the AGM	0	0
Remote e- voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



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**Resolution No. 3 – As an Ordinary Resolution - Mr. A K Ravi Nedungadi (DIN 00103214), who retires by rotation and who does not seek re-appointment.**

(i) Voting “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting before the AGM	360	201615330	99.8724
Remote e-voting at the AGM	15	1094	0
<b>Total</b>	<b>375</b>	<b>201616424</b>	<b>99.8724</b>

(ii) Voted “**against**” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting before the AGM	11	257577	0.1276
Remote e-voting at the AGM	0	0	0
<b>Total</b>	<b>11</b>	<b>257577</b>	<b>0.1276</b>

(iii) **Invalid Votes**

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)
Remote e- voting before the AGM	0	0
Remote e- voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



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**Resolution No. 4 – As an Ordinary Resolution - Appointment of Mr. Berend Cornelis Roelof Odink (DIN 09138421) as Director of the Company**

(i) Voting “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting before the AGM	313	199815138	97.3364
Remote e-voting at the AGM	15	1094	0
<b>Total</b>	<b>328</b>	<b>199816232</b>	<b>97.3364</b>

(ii) Voted “**against**” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting before the AGM	68	5468033	2.6636
Remote e-voting at the AGM	0	0	0
<b>Total</b>	<b>68</b>	<b>5468033</b>	<b>2.6636</b>

(iii) **Invalid Votes**

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)
Remote e- voting before the AGM	0	0
Remote e- voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



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**Resolution No. 5 – As a Special Resolution - Appointment of Mr. Berend Cornelis Roelof Odink (DIN 09138421) as Director and Chief Financial Officer of the Company in Executive Capacity effective from June 29, 2021, for a period of 5 years up to June 28, 2026**

(i) Voting “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting before the AGM	294	192210244	95.2135
Remote e-voting at the AGM	15	1094	0
<b>Total</b>	<b>309</b>	<b>192211338</b>	<b>95.2135</b>

(ii) Voted “*against*” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting before the AGM	77	9662663	4.7865
Remote e-voting at the AGM	0	0	0
<b>Total</b>	<b>77</b>	<b>9662663</b>	<b>4.7865</b>

(iii) Invalid Votes

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)
Remote e- voting before the AGM	0	0
Remote e- voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

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**Resolution No. 6 – As a Special Resolution - Adoption of amended/ restated Articles of Association of Company**

(i) Voting “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting before the AGM	372	205279382	99.9982
Remote e-voting at the AGM	15	1094	0
<b>Total</b>	<b>387</b>	<b>205280476</b>	<b>99.9982</b>

(ii) Voted “**against**” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting before the AGM	9	3789	0.0018
Remote e-voting at the AGM	0	0	0
<b>Total</b>	<b>9</b>	<b>3789</b>	<b>0.0018</b>

(iii) **Invalid Votes**

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)
Remote e- voting before the AGM	0	0
Remote e- voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



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**Resolution No. 7 – As an Ordinary Resolution - Payment of Remuneration in the form of commission to Non-Executive Directors including Independent Directors for the financial year 2020-21 beyond ceiling in case of inadequacy of profits during the financial year ended March 31, 2021 arising out of the COVID impact .**

(i) Voting “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting before the AGM	317	199300751	98.7280
Remote e-voting at the AGM	15	1094	0
<b>Total</b>	<b>332</b>	<b>199301845</b>	<b>98.7280</b>

(ii) Voted “**against**” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting before the AGM	52	2567710	1.2720
Remote e-voting at the AGM	0	0	0
<b>Total</b>	<b>52</b>	<b>2567710</b>	<b>1.2720</b>

(iii) **Invalid Votes**

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)
Remote e- voting before the AGM	0	0
Remote e- voting at the AGM	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 shall remain in our safe custody until the chairman considers, approves, and signs the minutes and thereafter the same would be handed over to the Company Secretary of the Company for the safe keeping. Based on the above information, you may kindly announce the results.

Thanking you,  
Yours faithfully

For BMP & Co. LLP,  
Company Secretaries

Place: Bangalore  
Date: 29<sup>th</sup> July, 2021  
UDIN: F007834C0007030



*[Signature]*  
Pramod S M  
Designated Partner  
FCS No: 7834  
CP No: 13784

We the undersigned, witness that the votes were unblocked from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>) in our presence.

*Priyal Poddar*

**Ms. Priyal Poddar**  
# 301/1, Shanti Niketan,  
23rd Cross Road- 6th Block, Jayanagar,  
Bangalore-560082

For UNITED BREWERIES LIMITED

*[Signature]*

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

*Surbhi Sharma*

**Ms. Surbhi Sharma**  
#611, Daga Spring Apartment,  
Flat No. S-4, Rajarajeswari Nagar,  
Bangalore-560098

**BMP & Co. LLP**