



SCRUTINIZER'S REPORT

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

Subject: Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting 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 07th September 2023.

Dear Sir,

I, Pramod S M, Partner of BMP Co. LLP, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of United Breweries Limited ("the Company") vide Resolution passed at the Board Meeting held on Thursday, 7th September 2023, to scrutinize the postal ballot through voting by electronic means ("remote e-voting"), in a fair and transparent manner and ascertain the requisite majority on the said Postal Ballot carried out pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("Act"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 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, General Circular No. 10/2021 dated June, 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 03/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 and latest being General Circular No. 09/2023 dated 25th September 2023 ("collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations, I submit my Report, as under:

1. 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 **Friday, 10th November 2023, ("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 is 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 **Friday, 10th November 2023**, 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 **Wednesday, 15th November 2023**.
2. In accordance with the MCA Circulars, the physical copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope was not sent to the members in accordance



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BMP & Co. LLP

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with the provisions specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting system only.

3. On the basis of the Register of Members made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on **Friday, 10th November, 2023** (cut-off date), the notice of the Postal Ballot dated **Thursday, 07th September 2023** was dispatched to the shareholders by prescribed mode and the advertisement was published on **Thursday, 16th November 2023**, pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 (as amended).
4. The remote e-voting commenced on **Thursday, 16th November 2023 (9.00 a.m. IST)** and ended on **Friday, 15th December 2023 (5.00 p.m. IST)**. The e-voting services were provided by Central Depository Services (India) Limited (CDSL).
5. All the data of remote e-voting i.e., the results of e-voting along with the list of shareholders who voted "For" and "Against" the Resolutions were downloaded from the e-voting portal of CDSL, by unblocking the remote e-voting event on Friday, 15th December 2023 at around 05.00 p.m. (IST) in the presence of two witnesses, viz., Ms. Anju B currently residing at No. 1, 11th Cross, R.T. Street, Bangalore – 560 053 and Ms. Sonali Jain currently residing at 993, 14th Cross, 21st Main Road, Siddanna Layout, Banashankari Stage II, Bangalore – 560 070.
6. All votes casted through remote e-voting up to 5:00 p.m. IST on Friday, 15th December 2023 the last date and time fixed by the Company, were considered for scrutiny.
7. The summary of the results of the Postal Ballot conducted through remote e-voting is, as under:

I now submit my report as under on the result of the remote e-voting in respect of the resolutions contained in the Notice of Postal Ballot.

Resolution No. 1: - Appointment of Mr. Vivek Gupta (DIN: 10311134) as a Director (Ordinary Resolution)

- (i) Voted "***in Favor***" of the resolution:

Mode	Number of members voted	Number of votes cast in Favour of the resolution	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	489	217614263	99.81

- (ii) Voted "***Against***" the resolution:

Mode	Number of members voted	Number of votes cast Against the resolution	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	21	414073	0.19



(iii) **Invalid Votes:**

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E-voting)	NIL	NIL

Resolution No. 2: - Appointment of Mr. Vivek Gupta (DIN: 10311134) as Managing Director and Chief Executive Officer of the Company (Ordinary Resolution)

(iv) Voted “*in Favor*” of the resolution:

Mode	Number of members voted	Number of votes cast in Favour of the resolution	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	477	217380122	99.70

(v) Voted “*Against*” the resolution:

Mode	Number of members voted	Number of votes cast Against the resolution	% of total number of valid votes cast
Postal Ballot (Remote E-voting)	33	648204	0.30

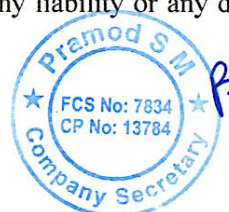
(vi) **Invalid Votes:**

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E-voting)	NIL	NIL

- (a) The aforesaid resolutions contained in the Notice is passed with requisite majority by the Members of the Company.
- (b) The figures in percentage have been rounded off to 2 decimal points.
8. The electronic data and all other relevant records relating to remote e-voting shall remain in our safe custody and will be handed over to Mr. Amit Khera, Company Secretary and Compliance Officer, for safe keeping.

9. Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company (iii) placing on the website of CDSL and (iv) for such other purposes as required under various statutory or regulatory requirements. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume or any liability or any duty of care or for any



other purpose or to any other party to whom it is shown or into whose hands it may come without any prior consent in writing.

Thanking You,
Yours faithfully,

For **BMP & Co. LLP**,
Company Secretaries



CS Pramod S M
Designated Partner

FCS No.: 7834 CP. No.: 13784

Email: pramod@bmpandco.com

Contact No: 9845657072

UDIN: F007834E002954525

Place: Mangalore

Date: 16th December 2023

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

Ms. Anju B

Ms. Sonali Jain