



UNITED BREWERIES LIMITED

April 10, 2021

- | | |
|---|---|
| <p>1. BSE Limited Department of Corporate Service Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001</p> | <p>2. National Stock Exchange of India Limited Exchange Plaza Bandra-Kurla Complex Bandra (East) Mumbai - 400 051</p> |
|---|---|

Dear Sirs

Sub: Disclosure of Voting Results at the Extraordinary General Meeting (EGM)

In terms of Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (the 'Regulation'), we are furnishing below the details of the Remote e-voting and E-voting results at the Extraordinary General Meeting (EGM) of the Company held on April 09, 2021 in the prescribed format;

| | |
|---|---|
| Date of the EGM/ Record Date | April 09, 2021 |
| Total number of Shareholders on record date April 02, 2021 | 60086 |
| No. of shareholders present in the meeting either in person on through proxy ➤ Promoter and Promoter Group: ➤ Public: | No arrangement for a physical meeting or appointment of proxy was made, as the Extraordinary General Meeting was held through video conferencing / other audio-visual means |
| No. of shareholders attended the meeting through Video Conferencing(VC)/ Other Audio-visual means (OAVM) or through proxy ➤ Promoter and Promoter Group: ➤ Public: | 10 26 |

Agenda-wise disclosure

| <u>Item No.</u> | <u>Particulars</u> | <u>Resolution required</u> | <u>Mode of Voting</u> | <u>Remarks</u> |
|------------------------|---|-----------------------------------|---------------------------------------|--------------------------------|
| 1. | Payment of remuneration to Mr. Rishi Pardal (DIN02470061), Managing Director of the Company for the period August 01, 2020 to March 31, 2021 beyond ceiling in case of inadequacy or absence of profits during the financial year ended March 31, 2021 arising out of the COVID impact. | Special Resolution | Remote E-voting and voting at the EGM | Passed with requisite majority |
| 2. | Payment of remuneration to the former Managing Director, Mr. Shekhar Ramamurthy (DIN00504801) for the period April 01, 2020 to July 31, 2020 beyond ceiling in case of inadequacy or absence of profits during the financial year ended March 31, 2021 arising out of the COVID impact. | Special Resolution | Remote E-voting and voting at the EGM | Passed with requisite majority |

In case of Poll/~~Postal ballot~~/E-voting

| Promoter/ Public | Mode of Voting | No. of Shares | No. of votes polled | % of votes polled on outstanding shares | No. of Votes- in- favor | No. of Votes- against | % of Votes in favor on votes polled | % of Votes against on votes polled |
|---------------------------------|---|--|---------------------------|--|----------------------------------|-----------------------------|---|--|
| Promoters and Promoter Group | - Remote e-voting - E-voting Postal Ballot (if applicable) | (Details as per Annexure I attached herewith) | | | | | | |
| Public Institutions | | | | | | | | |
| Public Non- Institutions | | | | | | | | |
| Total | | | | | | | | |

Copy of Consolidated Scrutinizer Report dated April 09, 2021, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on remote e-voting and voting at EGM is also attached herewith.

Kindly treat this as our Compliance in terms of the relevant provisions of the Regulations.

Yours faithfully
For UNITED BREWERIES LIMITED



GOVIND IYENGAR
Senior Vice President – Legal &
Company Secretary

Encl: As above.

UNITED BREWERIES LIMITED

Annexure I

Agenda-wise disclosure

| Resolution required: (Ordinary/Special) | | | Special | | | | | |
|--|------------------------------|--------------------|---|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter Group are interested in the Agenda/Resolution: | | | No | | | | | |
| Description of Resolution No. 1 considered | | | Payment of remuneration to Mr. Rishi Pardal (DIN02470061), Managing Director of the Company for the period August 01, 2020 to March 31, 2021 beyond ceiling in case of inadequacy or absence of profits during the financial year ended March 31, 2021 arising out of the COVID impact. | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favour | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-voting | 152616785 | 128391211 | 84.1265 | 128391211 | 0 | 100.0000 | 0.0000 |
| | Poll/E-voting during the AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 128391211 | 84.1265 | 128391211 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-voting | 95350929 | 37476162 | 39.3034 | 34921241 | 2554921 | 93.1825 | 6.8175 |
| | Poll/E-voting during the AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 37476162 | 39.3034 | 34921241 | 2554921 | 93.1825 | 6.8175 |
| Public Non Institutions | E-voting | 16437435 | 3999 | 0.0243 | 2184 | 1815 | 54.6137 | 45.3863 |
| | Poll/E-voting during the AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 3999 | 0.0243 | 2184 | 1815 | 54.6137 | 45.3863 |
| Total | | 264405149 | 165871372 | 62.7338 | 163314636 | 2556736 | 98.4586 | 1.5414 |

| Resolution required: (Ordinary/Special) | | | Special | | | | | |
|--|------------------------------|--------------------|--|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter Group are interested in the Agenda/Resolution: | | | No | | | | | |
| Description of Resolution No. 2 considered | | | Payment of remuneration to the former Managing Director, Mr. Shekhar Ramamurthy (DIN00504801), for the period April 01, 2020 to July 31, 2020 beyond ceiling in case of inadequacy or absence of profits during the financial year ended March 31, 2021 arising out of the COVID impact. | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favour | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-voting | 152616785 | 128391211 | 84.1265 | 128391211 | 0 | 100.0000 | 0.0000 |
| | Poll/E-voting during the AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 128391211 | 84.1265 | 128391211 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-voting | 95350929 | 37476162 | 39.3034 | 34921241 | 2554921 | 93.1825 | 6.8175 |
| | Poll/E-voting during the AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 37476162 | 39.3034 | 34921241 | 2554921 | 93.1825 | 6.8175 |
| Public Non Institutions | E-voting | 16437435 | 3999 | 0.0243 | 2184 | 1815 | 54.6137 | 45.3863 |
| | Poll/E-voting during the AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 3999 | 0.0243 | 2184 | 1815 | 54.6137 | 45.3863 |
| Total | | 264405149 | 165871372 | 62.7338 | 163314636 | 2556736 | 98.4586 | 1.5414 |

Date: 09th April 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 Extraordinary General Meeting (EGM) of United Breweries Limited held on Friday, April 09, 2021 at 12.30 P.M. (IST) through video conferencing ('VC') / other audio-visual means ('OVAM')

I, Pramod S M of BMP and Co. LLP, Practising 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 Extra Ordinary General Meeting of United Breweries Limited held on Friday, April 09, 2021 at 12.30 P.M. (IST) through video conferencing ('VC')/other audio visual means ('OVAM'). I was also appointed as Scrutinizer to scrutinize the e-voting process during the said EGM.



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BMP & Co. LLP

Regd Office : # 4272, Sapthagiri, 2nd Floor, Vivekananda Park Road, Near Seetha Circle, Girinagar, Bangalore - 560 085.

☎ : 080 26728442, ✉ : biswajit@bmpandco.com, Website : www.bmpandco.com, LLPIN : AAI-4194



The notice dated March 10, 2021, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the EGM by the Company through electronic mode to those members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA General Circular numbers 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/ 2020 dated December 31, 2020, (collectively referred to as “MCA Circulars”) and SEBI Circular number SEBI / HO / CFD / CIR / P / 2020 / 79 dated May 12, 2020 and SEBI / HO / CFD / CMD2 / CIR / P / 2021 / 11 dated January 15, 2021.

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 and SEBI Circulars, the Company had sent the Extraordinary General Meeting notice in electronic form only and the same was completed on March 15, 2021. The remote e_voting commenced on Tuesday, April 06, 2021 at 9.00 a.m. (IST) and ended on Thursday, April 08, 2021 at 5.00 p.m. (IST) The remote e-voting services were provided by CDSL.

The e-voting facility at the venue of the EGM was also provided by CDSL. The votes were unblocked on April 09, 2021 around 01.07 p.m. in the presence of two witnesses, viz., Ms. Surbhi Sharma, currently residing at #611, Daga Spring Apartment, Flat No. S-4, Rajarajeswari Nagar - 560098 and Mr. Nataraja Joisa A, currently residing at C/o Mahesh MN, #3958, 3rd Floor, 4th Phase, 1st Main Near Seetha Circle BSK 3rd Stage Girinagar, Bangalore-560085 who are not in employment of the Company. The Company had also provided e-voting facility to the shareholders present at the EGM 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 Friday, April 02, 2021 were entitled to vote on the resolutions contained in the Notice of the EGM.



After the closure of the e-voting at the EGM, the report on voting done at the EGM 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 EGM 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 and e-voting during the EGM on the resolutions contained in the notice of the EGM. My responsibility as scrutinizer for the remote e-voting and venue e-voting during the EGM 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 and e_voting during the EGM in respect of the said resolutions

Resolution No. 1 – As a Special Resolution - Payment of remuneration to Mr. Rishi Pardal (DIN 02470061), Managing Director of the Company for the period August 01, 2020 to March 31, 2021 beyond ceiling in case of inadequacy or absence 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 EGM | 177 | 34921508 | 21.054 |
| Remote e-voting at the EGM | 24 | 128393128 | 77.405 |
| Total | 201 | 163314636 | 98.459 |



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(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 EGM | 38 | 2556736 | 1.541 |
| Remote e-voting at the EGM | 0 | 0 | 0 |
| Total | 38 | 2556736 | 1.541 |

(iii) **Invalid Votes**

| | Total Number of members exercised their votes | Total Number of votes cast by them(shares) |
|---------------------------------|---|--|
| Remote e- voting before the EGM | 0 | 0 |
| Remote e- voting at the EGM | 2 | 20950954 |
| Total | 2 | 20950954 |

Resolution No. 2 – As a special resolution - Payment of remuneration to the former Managing Director, Mr. Shekhar Ramamurthy (DIN 00504801) for the period April 01, 2020 to July 31, 2020 beyond ceiling in case of inadequacy or absence 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 EGM | 176 | 34921458 | 21.054 |
| Remote e-voting at the EGM | 25 | 128393178 | 77.405 |
| Total | 201 | 163314636 | 98.459 |

(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 EGM | 38 | 2556736 | 1.541 |
| Remote e-voting at the EGM | 0 | 0 | 0 |
| Total | 38 | 2556736 | 1.541 |

(iii) Invalid Votes


| | Total Number of members exercised their votes | Total Number of votes cast by them(shares) |
|---------------------------------|---|--|
| Remote e- voting before the EGM | 0 | 0 |
| Remote e- voting at the EGM | 2 | 20950954 |
| Total | 2 | 20950954 |

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




Pramod S M
Designated Partner

Place: Bangalore
Date: 09th April, 2021

FCS No: 7834
CP No: 13784

UDIN: F007834C000030967

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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.

Surbhi Sharma

Ms. Surbhi Sharma

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

Nataraja Joisa A

Mr. Nataraja Joisa A

C/o Mahesh MN
#3958, 3rd Floor, 4th Phase,
Near Seetha Circle BSK 3rd Stage
Girinagar, Bangalore-560085

