



UNITED BREWERIES LIMITED

August 10, 2022

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

Dear Sirs

Sub: **Scrutinizers' Report on Annual General Meeting**

With reference to subject, please find attach herewith a copy of Consolidated Scrutinizer Report dated August 10, 2022, 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 Annual General Meeting held on August 10, 2022 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.



Date: 10th August 2022

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 23rd Annual General Meeting ('AGM') of United Breweries Limited held on Wednesday, August 10, 2022, 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 23rd Annual General Meeting of United Breweries Limited held on Wednesday, August 10, 2022 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.

The notice dated April 26, 2022, 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



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BMP & Co. LLP

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☎ : 080 26728442, ✉ : biswajit@bmpandco.com, [Website : www.bmpandco.com](http://www.bmpandco.com), LLPIN : AAI-4194



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, 10/2021 dated June 23, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, 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 16, 2022.

The remote voting commenced on Sunday, August 7, 2022, at 9.00 a.m. (IST) and ended on Tuesday, August 9, 2022, 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 Wednesday, August 10, 2022, around 03.07 p.m. in the presence of two witnesses, viz., Ms. Surbhi Sharma, currently residing at MBR Shangri-La, Harsha Layout, Kengeri Satellite Town, Bengaluru- 560059, and Ms. Vidi Jain, currently residing at No 4140, 11th Cross, 2nd Main, 80 Feet Road, 4th Phase, Banashankari 3rd Stage, Bengaluru- 560085 who are not in employment of the Company.

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.

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The Shareholders of the Company holding shares as on the “cut-off” date of Wednesday, August 03, 2022, 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.





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, 2022, 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	341	210175603	97.76
Remote e-voting at the AGM	13	4553196	2.12
Total	354	214728799	99.89

(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	5	244558	0.11
Remote e-voting at the AGM	0	0	0
Total	5	244558	0.11

(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
Total	0	0

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FCS No: 7834
CP No: 13784
Pranod S M
Company Secretary

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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	346	210353276	97.82
Remote e-voting at the AGM	13	4553196	2.12
Total	359	214906472	99.94


(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	3	135726	0.06
Remote e-voting at the AGM	0	0	0
Total	3	135726	0.06

(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
Total	0	0

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RESOLUTION NO. 3 – As an Ordinary Resolution - To appoint a Director in the place of Mr. Jan Cornelis van der Linden (DIN 08743047), who retires by rotation and being eligible, offers himself for 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	259	206068453	95.83
Remote e-voting at the AGM	13	4553196	2.12
Total	272	210621649	97.95

(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	89	4416069	2.05
Remote e-voting at the AGM	0	0	0
Total	89	4416069	2.05

(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
Total	0	0



RESOLUTION NO. 4 – As an Ordinary Resolution - To appoint Messrs Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number 008072S) as Statutory Auditors of the Company in place of Messrs S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration Number 101049W/E00004) and fix their remuneration

(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	340	210349220	97.82
Remote e-voting at the AGM	13	4553196	2.12
Total	353	214902416	99.94

(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	8	135919	0.06
Remote e-voting at the AGM	0	0	0
Total	8	135919	0.06

(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
Total	0	0



RESOLUTION NO. 5 – As a Special Resolution - Appointment of Mr. Manu Anand (DIN 00396716) as Independent Director with effect from May 29, 2022, for a term of five years i.e., up to May 28, 2027 and shall not be liable to retire by rotation

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

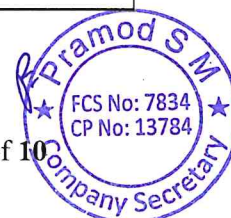
	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting before the AGM	340	210349350	97.82
Remote e-voting at the AGM	13	4553196	2.12
Total	353	214902546	99.94

(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	8	135789	0.06
Remote e-voting at the AGM	0	0	0
Total	8	135789	0.06

(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
Total	0	0





RESOLUTION NO. 6 – As a Special Resolution - Appointment of Ms. Geetu Gidwani Verma (DIN 00696047) as Independent Director with effect from May 29, 2022, for a term of five years i.e., up to May 28, 2027 and shall not be liable to retire by rotation

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

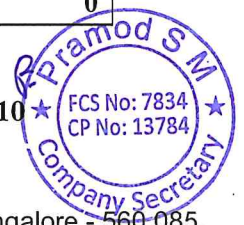
	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting before the AGM	339	210349382	97.82
Remote e-voting at the AGM	13	4553196	2.12
Total	352	214902578	99.94

(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	135757	0.06
Remote e-voting at the AGM	0	0	0
Total	9	135757	0.06

(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
Total	0	0

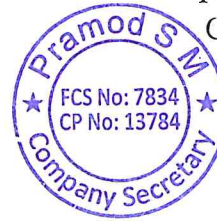


The Register, all other papers and relevant records relating to remote e-voting shall remain in our safe custody until the chairman considers, approves, and signs the minutes and thereafter the same would be handed over to the Company Secretary of the Company for the safe keeping.

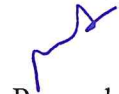
Based on the above information, you may kindly announce the results.

Thanking you,
Yours faithfully

Place: Bangalore
Date: August 10, 2022
UDIN: F007834D000770741



For BMP & Co. LLP,
Company Secretaries



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.



Ms. Surbhi Sharma
MBR Shangri-La, Harsha Layout,
Kengeri Satellite Town, Bengaluru- 560059



Ms. Vidi Jain
No 4140, 11th Cross, 2nd Main
80 Feet Road, 4th Phase, Banashankari 3rd Stage
Bangalore - 560085