



UNITED BREWERIES LIMITED

September 23, 2015

1) Department of Corporate Services  
BSE Limited  
Floor 25, P J Towers  
Dalal Street,  
Mumbai – 400 001

2) National Stock Exchanges of India Limited  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra (East)  
Mumbai – 400 051

Dear Sir,

**Sub: Disclosure of Voting Results at the Annual General Meeting**

In terms of Clause 35A of the Listing Agreement, we are furnishing below the details of the voting results at the Sixteenth Annual General Meeting of the Company held on September 22, 2015 in the prescribed format:

Date of the AGM	September 22, 2015
Total number of Shareholders on record date [Book Closure: September 16, 2015 to September 22, 2015 (both days inclusive)]	33,213
No. of shareholders present in the meeting either in person or through proxy: ➤ Promoters and Promoter Group: ➤ Public:	21 189
No. of Shareholders who attended the meeting through Video Conferencing ➤ Promoters and Promoter Group: ➤ Public:	Not arranged

**Details of the Agenda:**

Item No.	Particulars	Resolution required	Mode of Voting	Remarks
1.	Adoption of Accounts for the year ended March 31, 2015 and the Reports of the Auditors and Directors thereon.	Ordinary Resolution	E-voting & Poll	Passed with requisite majority
2.	Declaration of Dividend @ Re 1.00 per Equity Share (100%)	Ordinary Resolution	E-voting & Poll	Passed with requisite majority
3.	Re-appointment of Dr. Vijay Mallya as Director, liable to retire by rotation	Ordinary Resolution	E-voting & Poll	Passed with requisite majority
4.	Appointment of Auditors and fixing their Remuneration	Ordinary Resolution	E-voting & Poll	Passed with requisite majority
5.	Appointment of Mr. Sijbe Hiemstra as Director, liable to retire by rotation	Ordinary Resolution	E-voting & Poll	Passed with requisite majority
6.	Appointment of Mr. Frans Erik Eusman as Director, liable to retire by rotation	Ordinary Resolution	E-voting & Poll	Passed with requisite majority
7.	Appointment of Mr. Shekhar Ramamurthy as Director, not liable to retire by rotation	Ordinary Resolution	E-voting & Poll	Passed with requisite majority
8.	Appointment of Mr. Shekhar Ramamurthy as Managing Director for a term of five years	Ordinary Resolution	E-voting & Poll	Passed with requisite majority

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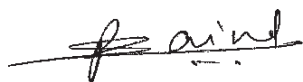
In case of Poll/Postal ballot/E-voting:

Promoter/Public	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
Promoters and Promoter Group	(Details as per Annexure A attached herewith)						
Public Institutional holders							
Public-Others							
Total							

A Copy of Report of Scrutinizer is also attached in terms of the Companies (Management and Administration) Amendment Rules, 2015.

Thanking You,

For UNITED BREWERIES LIMITED



**GOVIND IYENGAR**

Senior Vice President – Legal &  
Company Secretary

Encl: As above

Copy to: National Securities Depository Limited  
Trade World, A wing, 4<sup>th</sup> & 5<sup>th</sup> Floors  
Kamala Mills Compound  
Lower Parel, Mumbai – 400 013  
Maharashtra

**UNITED BREWERIES LIMITED**  
**Clause 35 A Report**

**Mode of voting : E Voting and Physical Ballot at Annual General Meeting**

	Resolution (Ordinary /special )	Promoter/Public	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
<b>Resolution No. 1:</b> Adoption of Accounts for the year ended March 31, 2015, and the Reports of the Auditors and Directors thereon.	<b>Ordinary</b>	Promoter and Promoter Group	197444670	176493716	89.39	176493716	0	100.00	0
		Public-Institutional holders	52719288	39253194	74.46	39253194	0	100.00	0
		Public-Others	14241191	122440	0.86	122422	18	99.99	0.01
		<b>Total</b>	264405149	215869350	81.64	215869332	18	99.99	0.01
<b>Resolution 2:</b> Declaration of Dividend on Equity Shares.	<b>Ordinary</b>	Promoter and Promoter Group	197444670	176493716	89.39	176493716	0	100.00	0
		Public-Institutional holders	52719288	40767456	77.33	40767456	0	100.00	0
		Public-Others	14241191	122440	0.86	122342	18	99.92	0.01
		<b>Total</b>	264405149	217383612	82.22	217383514	18	99.99	0.01
<b>Resolution No. 3:</b> Re-appointment of Dr. Vijay Maliya as Director, liable to retire by rotation.	<b>Ordinary</b>	Promoter and Promoter Group	197444670	176493716	89.39	176493716	0	100.00	0
		Public-Institutional holders	52719288	38799319	73.60	36768244	2031075	94.77	5.23
		Public-Others	14241191	122440	0.86	116567	5873	95.20	4.80
		<b>Total</b>	264405149	215415475	81.47	213378527	2036948	99.05	0.95
<b>Resolution No. 4:</b> Appointment of Auditors and Fixing their Remuneration.	<b>Ordinary</b>	Promoter and Promoter Group	197444670	176493716	89.39	176493716	0	100.00	0
		Public-Institutional holders	52719288	40767456	77.33	40678011	89445	99.78	0
		Public-Others	14241191	122437	0.86	122346	91	99.93	0
		<b>Total</b>	264405149	217383609	82.22	217294073	89536	99.96	0.04



<b>Resolution No. 5:</b> Appointment of Mr. Sijbe Hiemstra as Director, liable to retire by rotation.	<b>Ordinary</b>	Promoter and Promoter Group	197444670	176493716	89.39	176493716	0	100.00	0
		Public-Institutional holders	52719288	40767456	77.33	40393780	373676	99.08	0
		Public-Others	14241191	120440	0.85	119377	983	99.12	0
		<b>Total</b>	264405149	217381612	82.22	217006873	374659	99.83	0.17
<b>Resolution No. 6:</b> Appointment of Mr. Frans Erik Eusman as Director, liable to retire by rotation.	<b>Ordinary</b>	Promoter and Promoter Group	197444670	176493716	89.39	176493716	0	100.00	0
		Public-Institutional holders	52719288	40767456	77.33	40104800	662656	98.37	0
		Public-Others	14241191	122438	0.86	121760	598	99.45	0
		<b>Total</b>	264405149	217383610	82.22	216720276	663254	99.69	0.31
<b>Resolution No. 7:</b> Appointment of Mr. Shekhar Ramamurthy as Director, not liable to retire by rotation.	<b>Ordinary</b>	Promoter and Promoter Group	197444670	176493716	89.39	176493716	0	100.00	0
		Public-Institutional holders	52719288	40767456	77.33	40420882	346574	99.15	0.85
		Public-Others	14241191	122440	0.86	119912	2528	97.94	2.06
		<b>Total</b>	264405149	217383612	82.22	217034510	349102	99.84	0.16
<b>Resolution No. 8:</b> Appointment of Mr. Shekhar Ramamurthy as Managing Director for a term of Five years.	<b>Ordinary</b>	Promoter and Promoter Group	197444670	176493716	89.39	176493716	0	100.00	0
		Public-Institutional holders	52719288	40678011	77.16	40254683	423328	98.96	1.04
		Public-Others	14241191	122390	0.86	118862	3528	97.12	2.88
		<b>Total</b>	264405149	217294117	82.18	216867261	426856	99.80	0.20



For UNITED BREWERIES LIMITED

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GOVIND IYENGAR  
Senior Vice President - Legal  
& Company Secretary

**Form No MGT 13**

**Report of Scrutinizer**

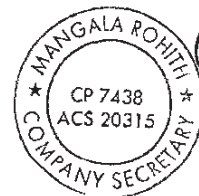
***[Combined Report of Remote e-Voting and Voting at Annual General Meeting pursuant to  
Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies  
(Management and Administration) Amendment Rules, 2015]***

To,  
The Company Secretary,  
United Breweries Limited,  
On behalf of the Chairman of 16<sup>th</sup> Annual General Meeting  
of the Equity Shareholders of United Breweries Limited  
held on the 22<sup>nd</sup> day of September, 2015 at 11.00 A.M.  
at Level 1, UB Tower, UB City  
# 24 Vittal Mallya Road, Bengaluru - 560 001.

Dear Sir,

I Mangala Rohith, Company Secretary in Practice (ACS 20315, PCS 7438), appointed as scrutinizer for the purpose of remote e-voting and voting at the Sixteenth Annual General Meeting (16<sup>th</sup> AGM) of Equity Shareholders of United Breweries Limited (the Company), held on September 22, 2015 at Level 1, UB Tower, UB City #24 Vittal Mallya Road, Bengaluru - 560 001, on the below mentioned Resolutions, submit my consolidated report on remote e-voting and voting at the 16<sup>th</sup> AGM in terms of Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015:

1. The Company had provided remote e-voting facility for its members to exercise their right to vote in respect of business to be conducted at the 16<sup>th</sup> AGM held on September 22, 2015. The remote e-voting module was kept open during September 19, 2015, 9.00 a.m. till September 21, 2015, 5.00 p.m. I was appointed as scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority on remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (the Rules) in respect of business to be transacted at the 16<sup>th</sup> AGM of the members of the Company.
2. The Chairman of AGM allowed poll by polling paper for all those members who are present at the general meeting and have not cast their votes by availing the remote e-voting facility. The Chairman declared that a poll will be taken in respect of the Resolutions contained in the notice convening 16<sup>th</sup> AGM and I was appointed as scrutinizer for the voting process.
3. After the time fixed for closing of the poll by the Chairman, two Ballot boxes kept for polling were locked in my presence with due identification marks placed by me.



4. The locked ballot boxes were subsequently opened in my presence and polling papers were diligently scrutinized. The polling papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. The votes cast through remote e-voting were thereafter unblocked in the presence of two witnesses, Mr M S Sivasankaran and Mr Krishnappa R, not in the employment of the Company.
5. The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.
6. The combined results of remote e-voting and poll conducted at AGM is summarized as under.

**Resolution No. 1:**

Adoption of Accounts for the year ended March 31, 2015 and the Reports of the Auditors and Directors thereon.

(i) Voted in **favour** of the resolution

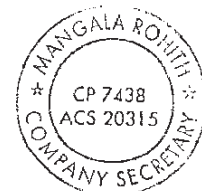
	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	203	39260963	39260955	100.00
Poll	107	176608387	176608377	100.00
<b>Total</b>	<b>310</b>	<b>215869350</b>	<b>215869332</b>	<b>100.00</b>

(ii) Voted against the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	2	39260963	8	0.00
Poll	1	176608387	10	0.00
<b>Total</b>	<b>3</b>	<b>215869350</b>	<b>18</b>	<b>0.00</b>

(iii) **Invalid** votes:

	Number of members present and voting (in person or by proxy and remote e-voting) whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**Resolution No. 2:**

Declaration of Dividend @ Re.1.00 per Equity Share (100%).

(i) Voted in **favour** of the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	205	40775225	40775217	100.00
Poll	106	176608387	176608297	100.00
<b>Total</b>	<b>311</b>	<b>217383612</b>	<b>217383514</b>	<b>100.00</b>

(ii) Voted **against** the resolution

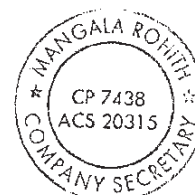
	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	2	40775225	8	0.00
Poll	1	176608387	10	0.00
<b>Total</b>	<b>3</b>	<b>217383612</b>	<b>18</b>	<b>0.00</b>

(iii) **Invalid** votes:

	Number of members present and voting (in person or by proxy and remote e-voting) whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll	1	80
<b>Total</b>	<b>1</b>	<b>80</b>

**Resolution No. 3:** Re-appointment of Dr. Vijay Mallya as Director, liable to retire by rotation.(i) Voted in **favour** of the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	167	38807088	36770150	94.75
Poll	107	176608387	176608377	100.00
<b>Total</b>	<b>274</b>	<b>215415475</b>	<b>213378527</b>	<b>99.05</b>



(ii) Voted **against** the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	33	38807088	2036938	5.54
Poll	1	176608387	10	0.00
Total	<b>34</b>	<b>215415475</b>	<b>2036948</b>	<b>0.95</b>

(iii) **Invalid** votes:

	Number of members present and voting (in person or by proxy and remote e-voting) whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll	0	0
Total	0	0

**Resolution No. 4:** Appointment of Auditors and fixing their Remuneration.

(i) Voted in **favour** of the resolution

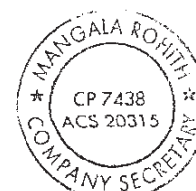
	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	202	40775222	40685717	99.78
Poll	106	176608387	176608356	100.00
Total	<b>308</b>	<b>217383609</b>	<b>217294073</b>	<b>99.96</b>

(ii) Voted **against** the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	4	40775222	89505	0.22
Poll	2	176608387	31	0.00
Total	<b>6</b>	<b>217383609</b>	<b>89536</b>	<b>0.04</b>

(iii) **Invalid** votes:

	Number of members present and voting (in person or by proxy and remote e-voting) whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll	0	0
Total	0	0





**Resolution No. 5:** Appointment of Mr. Sijbe Hiemstra as Director, liable to retire by rotation.

(i) Voted in **favour** of the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	196	40773225	40399536	99.08
Poll	103	176608387	176607337	100.00
<b>Total</b>	<b>299</b>	<b>217381612</b>	<b>217006873</b>	<b>99.83</b>

(ii) Voted **against** the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	10	40773225	373689	0.92
Poll	4	176608387	970	0.00
<b>Total</b>	<b>14</b>	<b>217381612</b>	<b>374659</b>	<b>0.17</b>

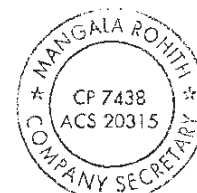
(iii) **Invalid** votes:

	Number of members present and voting (in person or by proxy and remote e-voting) whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll	1	80
<b>Total</b>	<b>1</b>	<b>80</b>

**Resolution No. 6:** Appointment of Mr. Frans Erik Eusman as Director, liable to retire by rotation.

(i) Voted in **favour** of the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	189	40775223	40112339	98.37
Poll	103	176608387	176607937	100.00
<b>Total</b>	<b>292</b>	<b>217383610</b>	<b>216720276</b>	<b>99.69</b>



*(Signature)*

(ii) Voted **against** the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	17	40775223	662884	1.65
Poll	4	176608387	370	0.00
Total	21	217383610	663254	0.31

(iii) **Invalid** votes:

	Number of members present and voting (in person or by proxy and remote e-voting) whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll	1	80
Total	1	80

**Resolution No. 7:** Appointment of Mr. Shekhar Ramamurthy as Director, not liable to retire by rotation.

(i) Voted in **favour** of the resolution

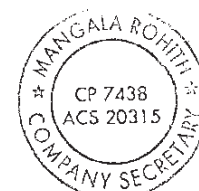
	Number of members present and voting (in person or by proxy and remote e-voting)	Number of votes cast by them	Number of valid votes cast by them	% of total number of valid votes cast
Remote E-voting	195	40775225	40426203	99.14
Poll	106	176608387	176608307	100.00
Total	301	217383612	217034510	99.84

(ii) Voted **against** the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of valid votes cast	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	12	40775225	349022	0.86
Poll	2	176608387	80	4.54
Total	14	217383612	349102	0.16

(iii) **Invalid** votes:

	Number of members present and voting (in person or by proxy and remote e-voting) whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll	0	0
Total	0	0



**Resolution No. 8:** Appointment of Mr. Shekhar Ramamurthy as Managing Director for a term of five years.

(i) Voted in **favour** of the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of valid votes cast	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	186	40685730	40259954	98.95
Poll	104	176608387	176607307	100.00
<b>Total</b>	<b>290</b>	<b>217294117</b>	<b>216867261</b>	<b>99.80</b>

(ii) Voted **against** the resolution

	Number of members present and voting (in person or by proxy and remote e-voting)	Number of valid votes cast	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	19	40685730	425776	1.06
Poll	4	176608387	1080	0.00
<b>Total</b>	<b>23</b>	<b>217294117</b>	<b>426856</b>	<b>0.20</b>

(iii) **Invalid** votes:

	Number of members present and voting (in person or by proxy and remote e-voting) whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

7. A Compact Disc (CD) containing a list of members who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

8. The poll papers and all other relevant records were sealed and are being handed over to yourself as authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,

*Mangala Rohith*  
**Mangala Rohith**  
 ACS 20315 PCS 7438  
 September 23, 2015

MANGALA ROHITH B.Com., A.C.S.,  
 COMPANY SECRETARY  
 252/B, "RUKMINI"  
 1 FLOOR, II 'C' MAIN  
 1st PHASE, GIRINAGAR  
 BANGALORE - 560 085.  
 ACS 20315 CP7438



Signature of witnesses  
*Sivasankaran*  
**M S Sivasankaran**

*Krishnappa R*  
**Krishnappa R**

**For UNITED BREWERIES LIMITED**

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