

UNITED BREWERIES (HOLDINGS) LIMITED
UB TOWER -LEVEL- 12, UB CITY,24, Vittal Mallya Road
BANGALORE - 560 001.

SCRUTINIZER'S REPORT

ON

THE POSTAL BALLOT CONCLUDED ON 09.11.2011

IN CONNECTION WITH SEEKING THE APPROVAL OF THE MEMBERS OF THE
COMPANY THROUGH POSTAL BALLOT PROCESS FOR

Resolution No.1

Ordinary Resolution : Under Section 293(1)(d) of the Companies Act, 1956 for Increasing the borrowing powers upto an aggregate limit of Rs.3500 Crores.

Under Section 293(1)(a) of the Companies Act, 1956 for creation of mortgage(s) and or charges in favour of Banker(s), Financial Institutions(s), Mutual Fund(s) or other Lenders to secure the above borrowings.

Resolution No.2

Special Resolution under Section 372A of the Companies Act, 1956 for investment in UB Realty Limited the Company's Subsidiary upto a sum not exceeding Rs.10 Crores.



M R GOPINATH
M Com, L L B (Spl), F C S
COMPANY SECRETARY

RUKMINI, I Floor
252/B 2nd C Main
Girinagar I Phase
BANGALORE -85

Hello: 26728442 - 26729012 Fax 26728442 E-mail: emmarjee@gmail.com

The Chairman
United Breweries (Holdings)Limited
"UB TOWER " Level- 12"UB CITY"
No.24 Vittal Mallya Road
BANGALORE - 560 001

11.11.2011

Dear Sir,

Sub: In the matter of report on the postal ballot pursuant to Section 192A(1) of the Companies Act, 1956 read with Rule No.4(a) of Companies (Passing of the Resolution by postal ballot) Rules, 2001.

I have been appointed as Scrutinizer in respect of the postal ballots as required by Rule No.5(b) of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, by the Board of Directors of **UNITED BREWERIES (HOLDINGS) LIMITED** by virtue of a Board Resolution in connection with :

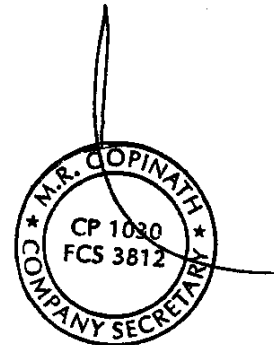
Resolution No.1

Ordinary Resolution : Under Section 293(1)(d) of the Companies Act, 1956 for Increasing the borrowing powers upto an aggregate limit of Rs.3500 Crores.

Under Section 293(1)(a) of the Companies Act, 1956 for creation of mortgage(s) and or charges in favour of Banker(s), Financial Institutions(s), Mutual Fund(s) or other Lenders to secure the above borrowings.

Resolution No.2

Special Resolution under Section 372A of the Companies Act, 1956 for investment in UB Realty Limited the Company's Subsidiary upto a sum not exceeding Rs.10 Crores.



Accordingly as Scrutinizer, I report as under :

As required by Rule No.5 of the Rules supra :

1. The Board of Directors appointed me as Scrutinizer and I declare and confirm that I am not in the employment of the company and the Board is of the opinion that I can conduct the postal ballot process in a fair and transparent manner.
2. I have given my consent in writing to be the scrutinizer for the postal ballot under reference.
3. The postal ballot forms which is in the format as prescribed by Rule No.3 of Rules quoted supra has been despatched to all the members on 10.10.2011 as provided in the said Rules (Rule 2A)
4. The postal ballot forms received back were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
5. I have maintained a register for recording or otherwise received from the members through post and a few envelopes which were delivered at the Registered Office of the company in person by the members / representatives of the members and by courier service which were sent to me along with the envelopes received in post by exercising their option on the postal ballot form.
6. The last date to receive the postal ballot by post was 09.11.2011
7. The postal ballot forms were duly opened by me / in my presence and scrutinized and shareholding was matched / confirmed with the register of members of the company as on 10.10.2011
8. All postal ballot forms received upto the close of working on 09.11.2011, the last date and time fixed by the company for receipt of forms were considered for my scrutiny.



9. I verified and report that the company has sent the postal ballot papers together with the preamble to Resolution along with the draft special resolution and explanatory statement together with the postal ballot form mentioning the number of shares held by each shareholder and also with instructions regarding exercising the vote by postal ballot with a request to return the ballot paper per prepaid envelope addressed to :

M.R.GOPINATH/ SUDHIR V.HULYALKAR
SCRUTINIZERS

United Breweries (Holdings) Limited
"UB TOWER " Level-12 " "UB CITY"
No.24 Vittal Mallya Road
BANGALORE - 560 001

so as to reach the company on or before the close of working hours of
09.11.2011

10. I have physically verified the self addressed pre paid postal envelopes received through the post office along with certificates issued by the concerned post office as to the exact number of envelopes received each day till **09.11.2011** and also those envelopes received through personal delivery, courier service, at the Registered Office till **09.11.2011**.
11. The envelopes received up to **09.11.2011** were initialled by me and opened by me/ in my presence and the relevant ballot papers were stapled to the respective envelopes.
12. At random the signatures on ballot papers have also been verified with the specimen signatures of the members available with the company.

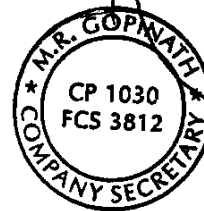


13. The total number of shareholders who are entitled to receive ballot papers and to whom the ballot papers were sent per pre-paid postage envelope are as under :

	No.of Shareholders	No.of shares/votes	Percen- tage
a) TOTAL NUMBER OF SHAREHOLDERS WHO ARE ENTITLED TO VOTE ON POSTAL BALLOT	44363	66818521	100%
b) TOTAL POSTAL BALLOT FORMS DESPATCHED UNDER CERTIFICATE OF POSTING TO THE MEMBERS WHO ARE ENTITLED TO VOTE ON THE POSTAL BALLOT.	44363	66818521	100%

14. The postal ballot papers received have been sorted out as :-

- a) Ballot papers containing votes cast IN FAVOUR of the resolutions
- b) Ballot papers containing votes cast AGAINST the resolutions
- c) Ballot papers containing votes cast only for SINGLE Resolution
- d) Ballot papers containing votes cast DIFFERENTLY - FOR AND AGAINST in the same Ballot paper.
- e) INVALID Ballot papers due to reasons like :
 - i) No signature of the members on the ballot paper
 - ii) No ticks either in FAVOUR or AGAINST
 - iii) Ticks for both FOR and AGAINST



TOTAL POSTAL BALLOT FORMS RECEIVED IS AS UNDER :
Through Post, hand delivery, courier, air mail etc., = 1052

Out of which	811 envelopes received	-Containing Ballot Papers VOTED FOR
	87 envelopes received	- Containing Ballot Papers VOTED AGAINST
	91 envelopes received	- Containing Ballot Papers INVALID VOTES
	41 envelopes received	- Containing Ballot Papers VOTED DIFFERENTLY
	22 envelopes received	- Containing Ballot Papers VOTED ONLY FOR ONE RESOLUTION

Resolution No.1

Ordinary Resolution : Under Section 293(1)(d) of the Companies Act, 1956 for Increasing the borrowing powers upto an aggregate limit of Rs.3500 Crores.

Under Section 293(1)(a) of the Companies Act, 1956 for creation of mortgage(s) and or charges in favour of Banker(s), Financial Institutions(s), Mutual Fund(s) or other Lenders to secure the above borrowings.

a) NUMBER OF VOTES CAST IN FAVOUR OF THE RESOLUTION APPROPRIATELY TICKING THE RELEVANT BOX IN THE POSTAL BALLOT FORM	3,70,84,774
b) NUMBER OF VOTES CAST AGAINST THE RESOLUTION APPROPRIATELY TICKING THE RELEVANT BOX IN THE POSTAL BALLOT FORM	46,774
c) NUMBER OF VOTES FOUND TO BE INVALID FOR REASONS STATED SUPRA	12,798
Total	3,71,44,346

SUMMARY FOR RESOLUTION No.01		
	No.of shares/votes	Percentage **
Total number of votes cast in FAVOUR (Annexure-A) Of the resolution through the postal ballot	3,70,84,774	99.85%
Total number of votes cast AGAINST (Annexure-B) the resolution by postal ballot	46,774	00.13%
Invalid votes(Annexure-C)	12,798	00.02%
Total	3,71,44,346	100.00%



Resolution No.2


Special Resolution under Section 372A of the Companies Act, 1956 for investment in UB Realty Limited the Company's Subsidiary upto a sum not exceeding Rs.10 Crores.

a) NUMBER OF VOTES CAST IN <u>FAVOUR</u> OF THE RESOLUTION APPROPRIATELY TICKING THE RELEVANT BOX IN THE POSTAL BALLOT FORM	2,01,95,636
b) NUMBER OF VOTES CAST <u>AGAINST</u> THE RESOLUTION APPROPRIATELY TICKING THE RELEVANT BOX IN THE POSTAL BALLOT FORM	31,915
d) NUMBER OF VOTES FOUND TO BE <u>INVALID</u> FOR REASONS STATED SUPRA	12,798
Total	<u>2,02,40,349</u>

SUMMARY FOR RESOLUTION No.2	No.of shares/votes	Percentage **
Total number of votes cast in <u>FAVOUR</u> (Annexure-A) Of the resolution through the postal ballot	2,01,95,636	99.78%
Total number of votes cast <u>AGAINST</u> (Annexure-B) the resolution by postal ballot	31,915	00.16%
<u>Invalid</u> votes(Annexure-C)	12,798	00.06%
Total	<u>2,02,40,349</u>	100.00%

** Percentage reckoned to the total number of shares/votes covered in the Ballot Papers received by post/ personal delivery/ courier

The received envelopes along with postal ballots duly initialed by me covered in this report have been handed over to the company.


M.R. GOPINATH
Company Secretary in Practice
SCRUTINIZER FOR POSTAL BALLOT



NOTE SHEET ON THE VERIFICATION OF THE POSTAL BALLOT CONDUCTED
DURING OCTOBER AND NOVEMBER 2011

UNITED BREWERIES (HOLDINGS) LIMITED having their registered office at United Breweries Limited "UB TOWER " "UB CITY", "UB TOWER " Level-12, No.24,Vittal Mallya Road, BANGALORE - 560 001 has made a postal ballot as provided under section 192A (1) of the Companies Act, 1956 read with Rule No.4(a) of Companies (Passing of the Resolution by postal ballot) Rules, 2001 in connection with seeking the approval of the members as under :

Resolution No.1

Ordinary Resolution : Under Section 293(1)(d) of the Companies Act, 1956 for Increasing the borrowing powers upto an aggregate limit of Rs.3500 Crores.

Under Section 293(1)(a) of the Companies Act, 1956 for creation of mortgage(s) and or charges in favour of Banker(s), Financial Institutions(s), Mutual Fund(s) or other Lenders to secure the above borrowings.

Resolution No.2

Special Resolution under Section 372A of the Companies Act, 1956 for investment in UB Realty Limited the Company's Subsidiary upto a sum not exceeding Rs.10 Crores.

As required by the rules quoted supra, I have been appointed as a Scrutinizer in connection with the postal ballot and accordingly, the process of postal ballot has been conducted as under :

- The Postal Ballot covers addressed to me by name M.R.Gopinath / Mr.Sudhir V.Hulyakar as Scrutinizers C/o the Company's registered office address have been received and opened by me / in my presence and the postal ballot papers where the members have exercised their voting was stapled to the respective envelopes.
- The postal ballots thus serially numbered have been segregated for the resolution as votes cast in **FAVOUR**, votes cast **AGAINST**, **VOTED DIFFERENTLY** and **INVALID** votes.


The invalid votes are mainly due to:

1. No signature of the members on the ballot paper
2. No ticks either in **FAVOUR** or **AGAINST**
3. Ticks for both **FOR** and **AGAINST**



- A detailed report together with a tabular statement showing :
the serial number
postal ballot number
votes cast in favour for resolution
votes cast against resolution
invalid votes
name of the shareholder
folio no.
is enclosed

All care and precautions in connection with examination and verification of the postal ballot papers have been taken in preparation of this report as required by Sec.192A read with the Postal Ballot Rules.


M.R.GOPINATH
Company Secretary in Wholetime Practice
Scrutinizer
12.11.2011

