

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 20.03.2013

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

Resolution No.1

**Special Resolution under section 372A of the Companies
Act, 1956 for increase in lending limits and reduction in
investment limits to Kingfisher Airlines Limited**

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

RUKMINI, 1 Floor
252/B 2nd C Main
Girinagar 1 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

23.03.2013

Dear Sir,
Dear Sir,

Sub: In the matter of report on the postal ballot pursuant to Section 192A (1) of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, and sec.372A of the Companies Act, 1956.

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, 2011, by the Board of Directors of **UNITED BREWERIES (HOLDINGS) LIMITED** by virtue of a Board Resolution in connection with:

seeking the members consent to pass the proposed Special Resolutions as set out in the Notice of the Postal Ballot, to increase the lending limits and reduction in investment limits to Kingfisher Airlines Limited.

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 commencing on 16 02 2013 and the despatching was completed on 18 02 2013 .



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, by air mail 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 20th March 2013 upto 5.30 p.m.
7. The postal ballot forms were duly opened by me / in my presence and scrutinized and shareholding were matched / confirmed with the register of members of the company as on 16 02 2013
8. All postal ballot forms received upto the close of working on 20th March 2013, 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 the instructions regarding exercising the vote by postal ballot with a request to return the ballot paper per pre postage paid business reply envelope addressed to :

M.R.GOPINATH/SUDHIR V.HULYALKAR
SCRUTINIZERS

United Breweries (Holdings) Limited
"UB TOWER " Level 6
"UB CITY" 24 Vittal Mallya Road
BANGALORE – 560 001

so as to reach the company on or before the close of working hours of 20th March 2013
ie., at 5.30 P.M



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 20.03.2013 and also those envelopes received through personal delivery, courier service, air mail service at the Registered Office till 20.03.2013.
11. The envelopes received up to 20th March 2013 were initialed 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 with pre-paid postage envelope are as under:

	No.of Shareholders	No.of shares/votes	Peren- tage
a) TOTAL NUMBER OF SHAREHOLDERS WHO ARE ENTITLED TO VOTE ON POSTAL BALLOT	54023	66818521	100%
b) TOTAL POSTAL BALLOT FORMS DESPATCHED UNDER CERTIFICATE OF POSTING TO THE MEMBERS WHO ARE ENTITLED TO VOTE ON THE POSTAL BALLOT IN A PREPAID POSTAGE ENVELOPE.	54023	66818521	100%

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

Ballot papers containing votes cast **IN FAVOUR** of the resolution

Ballot papers containing votes cast **AGAINST** the resolution

Ballot papers containing **INVALID**

ANNEXURE-A

ANNEXURE-B

ANNEXURE-C



Ballot papers were classified as INVALID 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**
- iv) Envelopes torn and mutilated.

TOTAL POSTAL BALLOT FORMS RECEIVED IS AS UNDER:

Through Post, hand delivery, courier, etc.:- 1211

OUT OF WHICH

envelopes containing ballot papers VOTED FOR	822
envelopes containing ballot papers VOTED AGAINST	351
envelopes containing ballot papers INVALID	35
envelopes containing ballot papers other company ballots, correspondence for change of address, etc.,	3

Total **1211**

Special Resolution: Under Sec.372A of the Co. Act, 1956	No of Votes	ANN Ref
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NUMBER OF VOTES CAST PHYSICALLY IN FAVOUR OF THE RESOLUTION APPROPRIATELY TICKING THE RELEVANT BOX IN THE POSTAL BALLOT FORM	34508752	A
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NUMBER OF VOTES CAST PHYSICALLY AGAINST THE RESOLUTION APPROPRIATELY TICKING THE RELEVANT BOX IN THE POSTAL BALLOT FORM	257396	B
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NUMBER OF VOTES FOUND TO BE INVALID FOR REASONS STATED SUPRA	4782	C
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Total	34770930
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SUMMARY	No.of shares/votes	Percentage **
Total number of votes cast in FAVOUR Of the resolution through the postal ballot	34508752	99.25
Total number of votes cast AGAINST the resolution by postal ballot	257396	00.74
Invalid votes	4702	00.01
Total	34770930	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

M.R. GOPINATH

M.Com., LL.B., (SPL.) F.C.S.,

COMPANY SECRETARY

**RUKMINI, 1 FLOOR, 252/B,
2nd C MAIN, 1st PHASE, GIRINAGAR,
BANGALORE-560 085.
FCS 3812 CP 1030**