

***UB ENGINEERING LIMITED***  
***Combined Report Of E-Voting and Poll***  
***Of 43<sup>rd</sup> Annual General Meeting***

***By***

***Shekhar Ghatpande & Co.***  
***Company Secretaries***  
***FCS: 1659 CP: 782***

**Dated 30<sup>th</sup> December, 2014**

**Shekhar Ghatpande**

B. Com., D.T. L., F.C.S.

Resi. : 'Atharva' Bunglow, Plot No. 17 B, Lane No. 9,  
Shikshak Nagar, Survey No. 91/3, Kothrud,  
Off Paud Road, Pune 411 038.  
Tel. : 25396262

To,  
The Chairman  
UB Engineering Limited  
Sahyadri Sadan Tilak Road  
Pune - 410 030

Dear Sir,

**Subject: Combined Report of the E-Voting and Poll of 43<sup>rd</sup> Annual General Meeting held on Friday, 26<sup>th</sup> December, 2014**

I, Shekhar Ghatpande, Company Secretary in practice, have been appointed as a scrutinizer by:-

1) The Board of Directors of UB Engineering Limited (the Company) for the purpose of scrutinizing the E-Voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules)

And

2) The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the Notice of the 43<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company, held on Friday, 26<sup>th</sup> December, 2014.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to E- Voting and Poll on the Resolutions contained in the Notice of 43<sup>rd</sup> Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the E-Voting and for conducting Poll was restricted to make a Scrutinizer's Report of E-Voting and Poll, of the votes cast "in favour" or "against" the Resolutions stated in the Notice, based on



the reports generated from the E-Voting system provided by Central Depository Services (India) Limited (CDSL) and also at the time of Poll through physical Ballot Form.

I have issued separate Scrutinizer's Report on E-Voting dated 25<sup>th</sup> December, 2014 on the Resolutions contained in the Notice of 43<sup>rd</sup> Annual General Meeting. As requested by the Management of the Company I submit herewith my Combined Final Report on the Result of E-Voting together with that Poll as under:

Item No.	No. of Eligible Votes for the resolutions	No. of Votes Cast in Favour of the Resolution			No. of Votes Cast against the Resolution			Invalid Votes Neutral Nos.
		E-Voting	Physical Poll	Total	E-Voting	Physical Poll	Total	
1.	69,43,247	86,587	68,12,409	68,98,996	NIL	44,251	44,251	NIL
2.	69,43,247	86,587	68,56,655	69,43,242	NIL	5	5	NIL
3.	69,43,247	86,587	68,56,655	69,43,242	NIL	NIL	NIL	5(*)
4.	69,43,247	86,587	68,56,655	69,43,242	NIL	NIL	NIL	5(*)
5.	69,43,247	86,587	68,56,655	69,43,242	NIL	5	5	NIL
6(**)	5,97,693	488	4,66,855	4,67,343	86,099	44,251	1,30,350	NIL

Notes:-

- 1] (\*) - One Shareholder holding 5 shares has not casted his vote either in Assent or in Descent, and has preferred to be Neutral on Resolution No- 3 & 4.
- 2] (\*\*) - For Special Resolution u/s 188, proposed at Item No-6 , United Breweries Holding Ltd, holding 63,45,554 Shares was interested in the resolution as Related Party and hence it had not voted on the resolution under proviso 2 of Section 188 (1) of the Companies Act, 2013. Accordingly, the eligible votes have been reduced to that extent for Resolution No-6.



3) The register, all other papers and relevant records relating to electronic voting and Poll Voting shall remain in our safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Given at Pune on this 30<sup>th</sup> day of December, 2014

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For Shekhar Ghatpande & Co.  
Company Secretaries



Shekhar Ghatpande  
Proprietor  
Scrutinizer

Membership No FCS: 1659, CP: 782



