

**S. N. ANANTHASUBRAMANIAN & CO.**

**COMPANY SECRETARIES**

**FIRM REGISTRATION NO. P1991MH040400**

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 email [sna@snaco.net](mailto:sna@snaco.net) : website:[www.snaco.net](http://www.snaco.net)

To,  
The Chairman  
**SABMiller India Limited**  
CIN: U65990MH1988PLC049687  
Unit No.301-302, Dynasty Business Park,  
B Wing, 3<sup>rd</sup> Floor, Andheri - Kurla Road,  
Andheri (East), Mumbai - 400 059.

Dear Sir,

At the outset, we would like to thank you for appointing us as the Scrutinizer for the remote e-Voting and voting by your members, at the 27<sup>th</sup> Annual General Meeting (AGM) of your Company held on Tuesday, 23<sup>rd</sup> August, 2016 at 3:30 p.m.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

**For S. N. ANANTHASUBRAMANIAN & Co.**  
**Company Secretaries**

*Malati A. Kumar*

**Malati Kumar**

**Partner**

**Date : 24<sup>th</sup> August, 2016**

**Place : Mumbai**

**SCRUTINIZER'S REPORT**

NAME OF THE COMPANY	SABMiller India Limited
MEETING	27 <sup>th</sup> Annual General Meeting
DAY, DATE & TIME	Tuesday, 23 <sup>rd</sup> August 2016 at 3:30 p.m.
VENUE	Janssen Delite Hall, Holy Spirit Hospital Campus, Mahakali Caves Road, Andheri (East), Mumbai- 400 093.

**1. Appointment as Scrutinizer**

We were appointed as the Scrutinizer for the remote e-Voting as well as the voting conducted at the 27<sup>th</sup> Annual General Meeting (27<sup>th</sup> AGM) of **SABMiller India Limited** (hereinafter referred to as **the Company**) held on Tuesday, 23<sup>rd</sup> August, 2016 at 3:30 p.m. at Janssen Delite Hall, Holy Spirit Hospital Campus, Mahakali Caves Road, Andheri (East), Mumbai- 400 093.

**2. Dispatch of Notice convening the Meeting**

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the Notice of the AGM as under:

- On 26<sup>th</sup> July, 2016 by e-mail to 1,071 members who have registered their e-mail Ids with the Company/ Depositories.
- On 29<sup>th</sup> July, 2016 by Registered Post to 677 members and by Courier to 13,855 members in physical form.

**3. Cut-off date**

The Voting rights were reckoned as on **Tuesday, 16<sup>th</sup> August 2016**, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the Meeting.

*MK*

**4. Remote e-Voting**

**4.1 Agency**

The Company had appointed **National Securities Depository Limited (NSDL)** as the agency for providing the remote e-Voting platform.

**4.2 Remote e-Voting**

Remote e-Voting platform was open from **9:00 a.m. on Saturday, 20th August, 2016 to 5:00 p.m. on Monday, 22<sup>nd</sup> August, 2016** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the remote e-Voting platform provided by NSDL.

**5. Voting at the AGM**

5.1 As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the General Meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP Id and Client Id/ folios, number of shares held but not the manner in which they have voted.

5.2 NSDL, the remote e-Voting Agency provided us with the names, DP Id & Client Id / folios and shareholding of the members who had cast their votes through remote e-Voting.

5.3 The Company provided Polling Papers to the Members who attended the meeting.

5.4 After the Chairman announced the commencement of voting, **1 (one)** ballot box kept for polling was locked in our presence.

**6. Counting Process**

6.1 On completion of voting at the Meeting, Sharex Dynamic (India) Pvt. Ltd., the Registrar and Share Transfer Agent of the Company (RTA) provided us with the List of Members who had cast their votes at the AGM with their holding details and details of vote cast on the Resolutions.

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6.2 The Poll Papers were reconciled with the records maintained by the Company and RTA with respect to the authorizations / proxies lodged with the Company.

6.3 We unblocked the remote e-Voting results on the NSDL e-Voting platform before Mr. Anil Joshi and Ms. Janvi V and downloaded the remote e-Voting results.

**7. Results**

7.1 We observed that

- a) 37 members had cast their votes at the AGM, 1 polling paper was found to be invalid and
- b) 3 members had cast their votes through remote e-Voting.

7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 27<sup>th</sup> AGM dated 7<sup>th</sup> June, 2016 is enclosed.

7.3 Based on the aforesaid results, We report that, **Five Ordinary Resolutions** as contained in **Item No. 1 to 5** and **two Special Resolutions** as contained in **Item No.6 & 7** of the Notice of the 27<sup>th</sup> AGM dated 7<sup>th</sup> June, 2016 have been **passed with requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.  
Company Secretaries

*Malati A. Kumar*

Malati Kumar

Partner

C.P No. 10980

Date : 24<sup>th</sup> August, 2016

Place : Thane

**Consolidated Results**

Item No. 1: Adoption of the Standalone and Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2016 and the Report of the Directors and Auditors thereon.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	3	646	36	31,14,03,232	39	31,14,03,878	100.00
Dissent	0	0	0	0	0	0	0.00
Total	3	646	36	31,14,03,232	39	31,14,03,878	100.00

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 1 of the Notice of the 27<sup>th</sup> AGM dated 7<sup>th</sup> June, 2016 has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar  
C.P. No. 10980

Date : 24<sup>th</sup> August, 2016  
Place: Thane

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**Item No. 2: Re-Appointment of Mr. Ari Mervis (DIN: 01892065) as a Director of the Company.**

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	3	646	36	31,14,03,232	39	31,14,03,878	100.00
Dissent	0	0	0	0	0	0	0.00
Total	3	646	36	31,14,03,232	39	31,14,03,878	100.00

Based on the aforesaid results, **Ordinary Resolution** as contained in Item No. 2 of the Notice of the 27<sup>th</sup> AGM dated 7<sup>th</sup> June, 2016 has been passed with requisite majority.

*Malati A. Kumar*

**Malati Kumar**  
**C.P. No. 10980**

**Date : 24<sup>th</sup> August, 2016**  
**Place: Thane**

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**Item No. 3: Ratification of appointment of M/s B S R & Co. LLP, Chartered Accountants, as Statutory Auditors.**

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	3	646	36	31,14,03,232	39	31,14,03,878	100.00
Dissent	0	0	0	0	0	0	0.00
Total	3	646	36	31,14,03,232	39	31,14,03,878	100.00

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No. 3** of the Notice of the 27<sup>th</sup> AGM dated 7<sup>th</sup> June, 2016 has been passed with **requisite majority**.

*Malati A. Kumar*

Malati Kumar

C.P. No. 10980

Date : 24<sup>th</sup> August, 2016

Place: Thane

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Item No. 4: Appointment of Mr. Philip James Vincent (DIN: 07244079) as a Director of the Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	3	646	36	31,14,03,232	39	31,14,03,878	100.00
Dissent	0	0	0	0	0	0	0.00
Total	3	646	36	31,14,03,232	39	31,14,03,878	100.00

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 4 of the Notice of the 27<sup>th</sup> AGM dated 7<sup>th</sup> June, 2016 has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar  
C.P. No. 10980

Date : 24<sup>th</sup> August, 2016  
Place: Thane

Report of Scrutinizer on remote e-Voting & voting by members of SABMiller India Limited at the 27<sup>th</sup> AGM



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Item No. 5: Appointment of Ms. Anna Jane Swaites (DIN: 07081852) as a Director of the Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	3	646	36	31,14,03,232	39	31,14,03,878	100.00
Dissent	0	0	0	0	0	0	0.00
Total	3	646	36	31,14,03,232	39	31,14,03,878	100.00

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 5 of the Notice of the 27<sup>th</sup> AGM dated 7<sup>th</sup> June, 2016 has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar  
C.P. No. 10980

Date : 24<sup>th</sup> August, 2016  
Place: Thane

Report of Scrutinizer on remote e-Voting & voting by members of SABMiller India Limited at the 27<sup>th</sup> AGM

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**Item No. 6: Re-appointment of Mr. Arun Monappa (DIN: 00050840) as an Independent Director of the Company for second term from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2018.**

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	3	646	36	31,14,03,232	39	31,14,03,878	100.00
Dissent	0	0	0	0	0	0	0.00
Total	3	646	36	31,14,03,232	39	31,14,03,878	100.00

Based on the aforesaid results, **Special Resolution** as contained in **Item No. 6** of the Notice of the 27<sup>th</sup> AGM dated 7<sup>th</sup> June, 2016 has been passed with **requisite majority**.

*Malati A. Kumar*

**Malati Kumar**

**C.P. No. 10980**

**Date : 24<sup>th</sup> August, 2016**

**Place: Thane**

*Report of Scrutinizer on remote e-Voting & voting by members of SABMiller India Limited at the 27<sup>th</sup> AGM*

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**Item No. 7: Re-appointment of Ms. Shwetambari Rao Chandrakant (DIN: 01240062) as an Independent Director of the Company for second term from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2018.**

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	3	646	36	31,14,03,232	39	31,14,03,878	100.00
Dissent	0	0	0	0	0	0	0.00
Total	3	646	36	31,14,03,232	39	31,14,03,878	100.00

Based on the aforesaid results **Special Resolution** as contained in Item No. 7 of the Notice of the 27<sup>th</sup> AGM dated 7<sup>th</sup> June, 2016 has been passed with requisite majority.

*Malati A. Kumar*

**Malati Kumar**

**C.P. No. 10980**

**Date : 24<sup>th</sup> August, 2016**

**Place: Thane**