

NOTICE IS HEREBY GIVEN of the Nineteenth Annual General Meeting of the Members of **UNITED BREWERIES LIMITED** to be held at LEVEL 1, UB TOWER, UB CITY, #24, VITTAL MALLYA ROAD, BENGALURU - 560 001, on Monday, September 17, 2018 at 12.00 Noon for the following purposes:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial Statements of the Company for the year ended March 31, 2018, and the Reports of the Auditors and Directors thereon.
2. To declare a Dividend.
3. To appoint a Director in the place of Mr. Frans Erik Eusman, who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following Resolution as an

ORDINARY RESOLUTION:

RESOLVED that Mr. Christiaan A J Van Steenberg (DIN 0007972769), who was appointed by the Board of Directors as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting in terms of the Act, be and is hereby appointed as a Director of the Company liable to retire by rotation.

Registered Office:

"UB TOWER", UB CITY,
#24, Vittal Mallya Road,
Bengaluru-560 001.
Bengaluru, August 10, 2018

By Order of the Board
For United Breweries Limited
Govind Iyengar
Senior Vice President – Legal &
Company Secretary (ACS-8798)

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the Meeting.
2. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the AGM.
3. Register of Members and the Share Transfer Books of the Company will remain closed from **Tuesday, September 11, 2018 to Monday, September 17, 2018** (both days inclusive).

4. Pursuant to Section 160 of the Companies Act, 2013 (“the Act”), as amended by the Companies (Amendment) Act, 2017, the requirement of providing notice in writing by a Member proposing appointment of a Director and deposit of specified amount, has been dispensed with, where such appointment is recommended by the Nomination and Remuneration Committee or the Board of Directors, as the case may be.
5. Messrs S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No.101049W/E300004) were re-appointed as Auditors of the Company at the AGM held on September 23, 2017 to hold office for a period of 5 years till the conclusion of the 23rd AGM. In terms of Section 139 of the Act, as amended by the Companies (Amendment) Act, 2017, notified on May 7, 2018, appointment of Auditors need not be ratified at every AGM. Accordingly, the Notice convening the ensuing AGM does not carry Resolution for ratification of appointment of Statutory Auditors. The Auditors have confirmed that they continue to fulfil the criteria for appointment as Auditor of the Company as prescribed under the Act and the Rules framed thereunder.
6. Dividend at the rate of Rs. 2/- per equity Share of Re. 1/- each (i.e. 200%) for the financial year ended March 31, 2018 after declaration at this AGM shall be paid to the Members whose names appear:
 - (a) as Beneficial Owners as at the close of business hours on Monday, September 10, 2018 as per the list to be furnished by the Depositories in respect of the Shares held in electronic form, and
 - (b) as Members in the Register of Members of the Company as on Monday, September 17, 2018 after giving effect to all valid Share transfers in physical form which are lodged with the Company on or before Monday, September 10, 2018.
7. As per the guidelines issued by the Securities and Exchange Board of India (SEBI) *inter-alia* for payment of dividend etc., Members are requested to provide the following documents to **INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED** (Registrar and Share Transfer Agents) for payment of dividend as well as updating their records.
 - (a) Original cancelled cheque leaf bearing the name of the shareholder/s. Alternatively, copy of pass book or statement of account duly attested by the Bank may be provided.
 - (b) Copy of PAN card duly attested by the Bank.
8. Unclaimed Dividend for the financial year ended March 31, 2011 will be due for transfer to the Investor Education and Protection Fund (IEPF) on January 27, 2019 in terms of the applicable provisions of the Act. Members who have not encashed the Dividend Warrants for the aforesaid Dividend are requested to approach the Registrar and Share Transfer Agents of the Company. Further, the Equity Shares held by the shareholders (either in physical form or in demat form) in respect of such unclaimed dividend which has not been encashed and in respect of which dividend has not been claimed by the shareholders for last seven years shall also be transferred to IEPF in terms of provisions of the Act and the Rules made thereunder.
9. Effective December 05, 2018, transfer of Equity Shares of the Company held in physical form will not be processed and accepted in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), as amended by SEBI (Listing Obligations and Disclosure Requirements)

(Fourth Amendment) Regulations, 2018. Members holding Equity Shares in physical form may open a demat account with any depository participant and get their physical shareholding converted into dematerialised form. This will bring numerous advantages including convenience in managing shareholding, transfer and trading in Equity Shares.

Procedure for dematerialisation of physical shareholding is placed on the website of the Company and can be viewed using the web-link http://unitedbreweries.com/pdf/investorinfo/Dematerialisation_Procedure.pdf.

10. Members are requested to intimate to the Registrar and Share Transfer Agents:
 - (a) current postal address, phone nos. and e-mail ID, so that all notices and other statutory documents can be sent electronically, as a measure of “Green Initiative”,
 - (b) nomination facility to be availed, if any.
11. Members are requested to:
 - bring attendance slips and copy of Annual Report to the AGM,
 - bring their Folio Number/DP and Client ID and quote it in all correspondence,
 - avoid being accompanied by non-Members and children.
12. Profile of Directors forms part of Corporate Governance Report. Details of Director seeking re-appointment is also attached to this Notice, as required under the Listing Regulations, for perusal of the Members.
13. Documents referred to in the accompanying notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.45 p.m.) on all working days except Saturdays, Sundays and Public Holidays up to and including the date of AGM.
14. Notice of AGM and Annual Report 2017-18 are being sent by electronic mode to all Members whose e-mail addresses are registered with the Company/Depository Participant(s). For Members who have not registered their e-mail addresses, physical copy of the aforesaid documents are being sent by the permitted mode. Members who require communication in physical form in addition e-communication, or have any other queries, may write to us at ubinvestor@ubmail.com. Notice of AGM and Annual Report 2017-18 are also available on the Company's website www.unitedbreweries.com. This Notice is also available on the website of National Securities Depositories Limited (NSDL).
15. **Voting through electronic means**
 - I. In Compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its Members, the facility to exercise their right to vote in respect of businesses to be transacted at this AGM by electronic voting system from a place other than the venue of the AGM ('remote e-voting'), provided by NSDL.

- II. Cut-off-Date for the purpose of ascertaining Members who are eligible to receive this Notice is Friday, August 10, 2018. The cut-off-date for the purpose of determining the eligibility to vote by electronic means and at the AGM is Monday, September 10, 2018 (the **"Cut-off-Date"**). Only the Members whose name is recorded in the register of Members or in the register of Beneficial Owners maintained by the depositories as on the Cut-off-Date shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

A person who is not a Member as on the Cut-off-Date should treat this Notice for information purpose only.

- III. Remote e-voting period commences on **Friday, September 14, 2018 at 9.00 a.m.** and ends on **Sunday, September 16, 2018 at 5.00 p.m.** During this period shareholders of the Company, holding Equity Shares either in physical form or in dematerialised form, as on the Cut-off-Date of **Monday, September 10, 2018** may cast their vote by remote e-voting. Thereafter remote e-voting module shall be disabled by NSDL for voting. Once the vote on a Resolution is cast by the Member, the shareholder shall not be allowed to change it subsequently or cast the vote again.
- IV. Instructions for remote e-voting are as under-
- A. Members whose e-mail IDs are registered with the Company/Depository Participant(s) will receive an e-mail from NSDL. Members are requested to follow instructions as given below:
- i. Open e-mail and open PDF file viz; "United Breweries Limited remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
Note: Members/Shareholders already registered with NSDL for e-voting will not receive the PDF file viz; "United Breweries Limited remote e-voting.pdf".
 - ii. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com>.
 - iii. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
 - iv. Enter your User ID and password/PIN as initial password/PIN noted in step (i) above and click Login. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login.
 - v. The password change menu will appear. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. After log in the home page, remote e-voting will open. Click on "remote e-voting: Active Voting Cycles".
 - vii. Select "EVEN" (E-Voting Event Number) of United Breweries Limited.
 - viii. Now you are ready for remote e-voting as "Cast Vote" page opens.
 - ix. Cast your vote by selecting appropriate option i.e. assent or dissent, verify/modify the number of Equity Shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.

- xi. Once you have voted on the Resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory/ies who are authorised to vote, to the Scrutinizer through e-mail to **mangala@bmpandco.com** with a copy marked to **evoting@nsdl.co.in**, failing which the votes cast shall be held invalid.
- B. Members whose e-mail IDs are not registered with the Company/Depository Participant(s) will receive physical copy of the notice of Annual General Meeting.
- i. EVEN, USER ID and PASSWORD is provided in the Attendance Slip for the AGM.
 - ii. Please follow instructions given in sub-para (ii) to (xii) in para (A) above.
- V. Persons who become a Member of the Company after the dispatch of Notice of AGM and holding Equity Shares as of the Cut-off-Date, may obtain the user/login ID and password by sending a request at evoting@nsdl.co.in or to the Registrars and Share Transfer Agents. However, if the member is already registered with NSDL for remote e-voting then the existing user ID and password can be used for casting vote.
- VI. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” options available on NSDL website: www.evoting.nsdl.com to reset the password.
- (a) In case shareholders are holding Equity Shares in demat mode, USER-ID is the combination of DPID and Client ID.
 - (b) In case shareholders are holding Equity Shares in physical mode, USER-ID is the combination of Even No. and Folio No.
- VII. You can also update your mobile number and e-mail Id in the User profile details of the folio which may be used for sending future communication(s).
- VIII. Members may participate in the AGM even after casting their votes through remote e-voting but shall not be allowed to cast vote again at the AGM. Facility for e-voting shall also be made available at the AGM and Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
- IX. The voting rights of Members shall be in proportion to their Equity Shares in the paid up equity share capital of the Company as on the cut-off date i.e. Monday, September 10, 2018.
- X. The Chairman of the AGM shall, at the end of the discussion on the Resolutions on which voting is to be held at the AGM allow voting with the assistance of scrutinizer, by use of “e-voting” for all those Members who are present at the AGM and have not cast their votes by availing the remote e-voting facility.
- XI. Mrs. Mangala Rohith, Company Secretary in Practice (Membership No. ACS 20315, CP 7438), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- XII. The Scrutinizer shall immediately after the conclusion of voting at the AGM unblock the votes cast through remote e-voting and votes cast at the AGM, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report (both remote e-voting and voting at the AGM) of the total votes cast in favour or against, if any, to the Chairman of the AGM or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The results declared along with the report of the scrutinizer will be placed on the website of the Company viz., www.unitedbreweries.com and on the website of NSDL immediately after the results are declared by the Chairman or a person authorized by him and will be simultaneously communicated to the stock exchanges on which the securities of the Company are listed.
- XIV. In case of any queries, you may refer to Frequently Asked Question (FAQs) for shareholders and remote e-voting user manual available at the Download sections of www.evoting.nsdl.com or call on NSDL toll free No.: 1800-222-990. Shareholders may also contact (i) Mr. Vijayagopal of Integrated Registry Management Services Private Limited on 080-23460815 to 23460818, Email ID: irg@integratedindia.in and (ii) Mr. Vijay Bahuguna, official of the Company on 080-39855000/39855082, Email ID: ublinvestor@ubmail.com for any grievances connected with voting by electronic means.

MEMBERS PLEASE NOTE THAT NO GIFTS SHALL BE DISTRIBUTED AT THE MEETING

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Christiaan A J Van Steenbergen (DIN 0007972769) was appointed as an Additional Director of the Company on November 08, 2017 pursuant to the provisions of Article 115 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 based on the recommendation by the Nomination and Remuneration Committee. He holds office up to the date of this Annual General Meeting.

Mr. Steenbergen joined Heineken in May 2014 as Chief Resource Officer. Prior to that, he held various positions in Senior HR and Operational roles. He is a Lawyer by training. He will be entitled to receive sitting fees for Board/Committee Meetings attended by him and shall be liable to retire by rotation.

Other than Mr. Steenbergen, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Your Directors recommend the above Resolution set out in Item No. 4 as an Ordinary Resolution for your approval.

Registered Office:

"UB TOWER", UB CITY,
#24, Vittal Mallya Road,
Bengaluru-560 001.
Bengaluru, August 10, 2018

By Order of the Board
For United Breweries Limited
Govind Iyengar
Senior Vice President – Legal &
Company Secretary (ACS-8798)

DETAILS OF NEW DIRECTOR

PARTICULARS	MR. CHRISTIAAN A J VAN STEENBERGEN
Educational qualification	Law
Expertise in specific functional area	Legal and Human Resource
Director Identification No.	0007972769
Date of appointment	08.11.2017
Date of birth/age	17.05.1956 / 62 years
Directorships held in other listed Companies in India	Nil
Membership in committees	Nil
Shareholding in UBL	Nil
Number of Board Meeting attended during the year	One (1)
Sitting fees/Commission	Entitled to receive sitting fees and commission, at the discretion of the Board as applicable to non-executive Directors

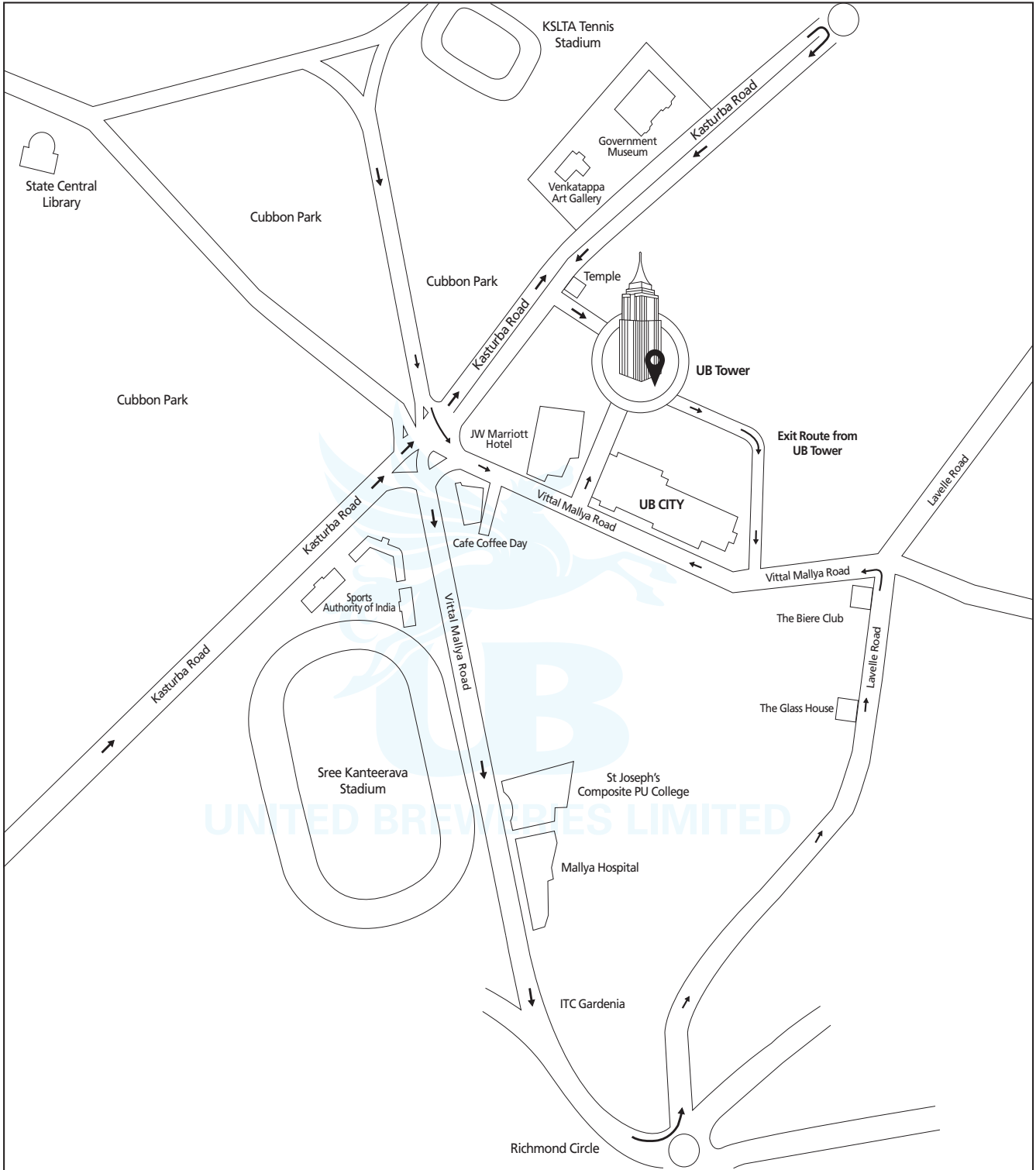
DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

PARTICULARS	MR. FRANS ERIK EUSMAN
Educational qualification	Master in Business Administration
Expertise in specific functional area	Business Administration, Finance, General Management and Corporate Control
Director Identification No.	07242083
Date of appointment	01.08.2015
Date of birth/age	30.07.1962 / 56 years
Directorships held in other listed Companies in India	Nil
Membership in committees	Nomination & Remuneration Committee
Shareholding in UBL	Nil
Number of Board Meeting attended during the year	Five (5)
Sitting fees/Commission	Entitled to receive sitting fees and commission, at the discretion of the Board as applicable to non-executive Directors

Brief profile of the above Directors also forms part of Corporate Governance Report. The above Directors are not related to any of the Directors and Key Managerial Personnel of the Company.

Route Map

VENUE: LEVEL 1, UB TOWER, UB CITY, #24, VITTAL MALLYA ROAD, BENGALURU-560001.



United Breweries Limited

Registered Office: "UB Tower", UB City, #24, Vittal Mallya Road, Bengaluru-560001.

Phone: 080-39855000, 22272806/07 Fax: 080-22211964, 22229488

CIN: L36999KA1999PLC025195 Email: ublinvestor@ubmail.com

Website: www.unitedbreweries.com



UNITED BREWERIES LIMITED

Registered Office: 'UB Tower', UB City, # 24, Vittal Mallya Road, Bengaluru – 560 001.

Telephone: +91-80 39855000, 22272807, 22293333, Fax: +91-80 22211964, 22229488

CIN: L36999KA1999PLC025195 Website: www.unitedbreweries.com Email: ubinvestor@ubmail.com

ATTENDANCE SLIP

19TH ANNUAL GENERAL MEETING

Date: Monday, September 17, 2018 Time: 12.00 Noon

Venue: Level 1, UB Tower, UB City, # 24, Vittal Mallya Road, Bengaluru-560 001.

I/We hereby record my/our presence at the NINETEENTH ANNUAL GENERAL MEETING of the Company being held on **Monday, September 17, 2018 at 12.00 Noon at Level 1, UB Tower, UB City, # 24, Vittal Mallya Road, Bengaluru – 560 001.**

Signature of the Member(s) / Proxy / Authorised Representative*

* Strike off whichever is not applicable.

NOTES:

1. The Company will accept only the Attendance slip of a person personally attending the Meeting as a Member or a valid Proxy duly registered in time with the Company. The Company will not accept Attendance slip from any other person even if signed by a Member. Members are requested not to accompany non-Members or children.
2. Persons representing bodies corporate are required to submit with the Company original Resolution of the Board of Directors or other governing body of such Member, authorizing such person to act as its representative under section 113 of the Companies Act, 2013.
3. Shareholder/Proxy-holder attending the Meeting should bring his/her copy of the **Annual Report** for reference at the Meeting.
4. To facilitate Members, registration of attendance will commence at **11.00 A.M. on Monday, September 17, 2018.**
5. E-voting particulars are set out below:

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD
108966		

Please refer Notice of Annual General Meeting for instructions on remote e-voting.

Remote E-voting facility will be open during the following period.

Commencement of Remote E-voting	End of Remote E-voting
Friday, September 14, 2018 at 9.00 a.m.	Sunday, September 16, 2018 at 5.00 p.m.

IMPORTANT: MEMBERS PLEASE NOTE THAT NO GIFTS SHALL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING



UNITED BREWERIES LIMITED

Registered Office: 'UB Tower', UB City, # 24, Vittal Mallya Road, Bengaluru – 560 001.

Telephone: +91-80 39855000, 22272807, 22293333, Fax: +91-80 22211964, 22229488

CIN: L36999KA1999PLC025195 Website: www.unitedbreweries.com Email: ublinvestor@ubmail.com

PROXY FORM (FORM NO. MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____

Registered Address : _____

E-mail ID : _____

Folio No. / Client ID. : _____ DP ID. : _____

I/We, being the holder(s) of _____ Equity Shares of United Breweries Limited hereby appoint :

(1) Name : _____ Address : _____

E-mail ID : _____ Signature : _____, or failing him/her

(2) Name : _____ Address : _____

E-mail ID : _____ Signature : _____, or failing him/her

(3) Name : _____ Address : _____

E-mail ID : _____ Signature : _____, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the NINETEENTH ANNUAL GENERAL MEETING of the Company, to be held on Monday, September 17, 2018 at 12:00 Noon. at Level 1, UB Tower, UB City, # 24, Vittal Mallya Road, Bengaluru-560 001 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions
1.	Receive, consider and adopt the audited financial Statements of the Company for the year ended March 31, 2018, and the Reports of the Auditors and Directors thereon.
2.	Declare a Dividend on Equity Shares.
3.	Re-appointment of Mr. Frans Erik Eusman (DIN-07242083) as Director, liable to retire by rotation.
4.	Appointment of Mr. Christiaan A J Van Steenberg (DIN-0007972769) as Director, liable to retire by rotation.

Signed thisday of2018.



.....
Signature of the Shareholder(s)

.....
Signature of the Proxy holder(s)

NOTES :

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A person can act as proxy on behalf of Members not exceeding Fifty Members and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
- A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member.