

NOTICE IS HEREBY GIVEN of the Eighteenth 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 Saturday, September 23, 2017 at 11.00 a.m. for the following purposes:

ORDINARY BUSINESS:

1. To receive and consider the Accounts for the year ended March 31, 2017, and the Reports of the Auditors and Directors thereon.
2. To declare a Dividend.
3. To appoint a Director in the place of Mr. Sijbe Hiemstra, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this connection, to consider and if thought fit, to pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION:**

RESOLVED that Messrs S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), the retiring Auditors be re-appointed as Auditors of the Company pursuant to Section 139 of the Companies Act, 2013 (the "Act"), the Companies (Audit and Auditors) Rules, 2014, and such other applicable provisions, if any, of the Act, or Rules framed thereunder to hold office from the conclusion of this Annual General Meeting till the conclusion of the 23rd Annual General Meeting of the Company subject to ratification of their appointment at every Annual General Meeting and that their remuneration be fixed by the Board of Directors of the Company.

Registered Office:

"UB TOWER", UB CITY,
#24, Vittal Mallya Road,
Bengaluru-560 001.
Mumbai, August 10, 2017

By Order of the Board
Govind Iyengar
Senior Vice President – Legal &
Company Secretary

NOTES:

1. **A Member entitled to attend and vote at the Meeting 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. The proxies, in order to be effective, must be received by the Company not less than 48 hours before the Meeting.**
2. The Securities and Exchange Board of India vide its order dated January 25, 2017 (the "SEBI Order") has restrained Dr. Vijay Mallya from holding position as Director or Key Managerial Person of any listed company. The Company had received (i) emails dated January 25, 2017, January 27, 2017 and January 30, 2017 from the National Stock Exchange advising it to comply with the SEBI Order and take necessary steps; and (ii) email dated January 27, 2017 from Bombay Stock Exchange seeking an update on the action taken or action proposed to be taken by the Company with respect to the SEBI Order.

In compliance, on February 6, 2017, the Independent Directors of the Company resolved not to send notices/agendas relating to the Company's Board meetings and/or other privileged information to Dr. Mallya till such time the SEBI Order remains in force. Subsequently, on February 8, 2017, the Board of Directors took on record the minutes of the meeting of the Independent Directors. Effectively, through these measures, Dr. Mallya was restrained from acting as a Director in the Company, in accordance with the SEBI Order. Further, by a separate communication, Dr. Mallya was requested to step down from the Board with immediate effect until the SEBI Order is stayed or vacated.

As the SEBI Order has not been vacated as on date, Dr. Mallya continues to be restrained from being on the Board of the Company. Pursuant to the decision of the Board at its meeting held on July 4, 2017, the Company has communicated on July 6, 2017 to Dr. Mallya and his associate companies (promoters of the Company) to nominate a director on the Board in his place in terms of the Articles of Association of the Company.

SEBI has issued a letter dated August 4, 2017 to the Company observing that Vijay Mallya has still been disclosed as Non-Executive Director and Chairman of United Breweries Limited (UBL) on the BSE Website and advised the Company to provide information on (a) Whether Vijay Mallya has acted/is acting as Director of UBL from the date of passing of SEBI Order, and (b) Steps taken by UBL to comply with the SEBI Order with respect to directions of restraining Vijay Mallya from holding any position as director in any listed company. The steps taken by the Company have been communicated to SEBI on August 10, 2017.

Further, the Board has also unanimously resolved and authorized filing of statutory forms/intimations to applicable statutory authorities under the Companies Act, 2013, and other relevant statutes notifying Dr. Mallya's cessation from holding the position of Director in the Company.

3. The Statutory Auditors of the Company, Messrs S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No.101049W/E300004), shall retire at the conclusion of this Annual General Meeting (AGM). In terms of the provisions of the Companies Act, 2013 and Rules framed thereunder, appointment of Auditors can be made for two terms of 5 consecutive years each. Messrs S.R. Batliboi & Associates LLP, Chartered Accountants, have completed first term as Auditors and the Board of Directors at its meeting held on May 17, 2017 have recommended their appointment for second term of 5 years subject to ratification by the Members at every AGM. The Auditors have given their consent for re-appointment and have also confirmed that their re-appointment, if made, would be within the limits prescribed under the Companies Act, 2013.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from **Sunday, September 17, 2017 to Saturday, September 23, 2017** (both days inclusive).
5. Dividend at the rate of Rs. 1.15 per equity Share of Re. 1/- each for the financial year ended March 31, 2017 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 Saturday, September 16, 2017 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 Saturday, September 23, 2017 after giving effect to all valid Share transfers in physical form which are lodged with the Company on or before Saturday, September 16, 2017.
6. The unclaimed Dividend for the financial year ended March 31, 2010 will be due for transfer to the Investor Education and Protection Fund (IEPF) on September 26, 2017 in terms of the applicable provisions of the Companies Act. Members who have not encashed the Dividend Warrants for the aforesaid Dividend are requested to approach the Registrars 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.
7. The share transfer registry business of our earlier Share Transfer Agents viz., Integrated Enterprises (India) Limited has been demerged into Integrated Registry Management Services Private Limited pursuant to the Scheme of Arrangement approved by the Hon'ble High Court of Madras. Therefore, now Integrated Registry Management Services Private Limited are the Share Transfer Agents of the Company effective February 17, 2017.
8. Members are requested to intimate to the Company's Registrars and Share Transfer Agents viz., **INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED** in respect of shares held in physical form and to their Depository Participants in respect of shares held in electronic form:
- 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",
 - details of bank account viz., account number, name & address of bank, IFSC and branch code for payment of dividend electronically and also to print bank details on dividend warrants,
 - certified copy of Permanent Account Number (PAN) Card, and
 - the Nomination facility.
9. Members are requested to:
- bring attendance slips and copy of Annual Report to the Meeting,
 - bring their Folio Number/ DP and Client ID and quote it in all correspondence,
 - avoid being accompanied by non-Members and children, and
 - convert physical holding to dematerialized form to ease portfolio management.
10. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for perusal of the Members.
11. 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.

12. Notice of 18th AGM and the Annual Report 2016-17 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 2016-17 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).

13. **Voting through electronic means**

I. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 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. The Cut-off-Date for the purpose of ascertaining shareholders who are eligible to receive this Notice is Monday, August 21, 2017. The cut-off-date for the purpose of determining the eligibility to vote by electronic means and at the AGM is Saturday, September 16, 2017 (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. The remote e-voting period commences on **Wednesday, September 20, 2017 at 9.00 a.m.** and ends on **Friday, September 22, 2017 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-off-Date of **Saturday, September 16, 2017** 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. The 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.
- ii. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com>.
- iii. Click on Shareholder – Login.

- iv. Enter user ID and password/PIN as initial password/PIN noted in step (i) above and click 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. 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 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@adyanta.co.in** 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 shares as of the Cut-off-Date, may obtain the user 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 Password’ option available on the NSDL website to reset the password.
- VII. 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.
- VIII. The voting rights of Members shall be in proportion to their equity shares in the paid up equity share capital of the Company.

- IX. The Chairman shall, at the end of the discussion on the resolutions on which voting is to be held at the AGM allow 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.
- X. 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.
- XI. 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. The Scrutinizer shall make 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 or a person authorised by him in writing who shall countersign the same.
- XII. The results declared along with the report of the scrutinizer will be placed on the website of the Company viz., www.unitedbreweries.com and 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.
- XIII. 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 section 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.

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

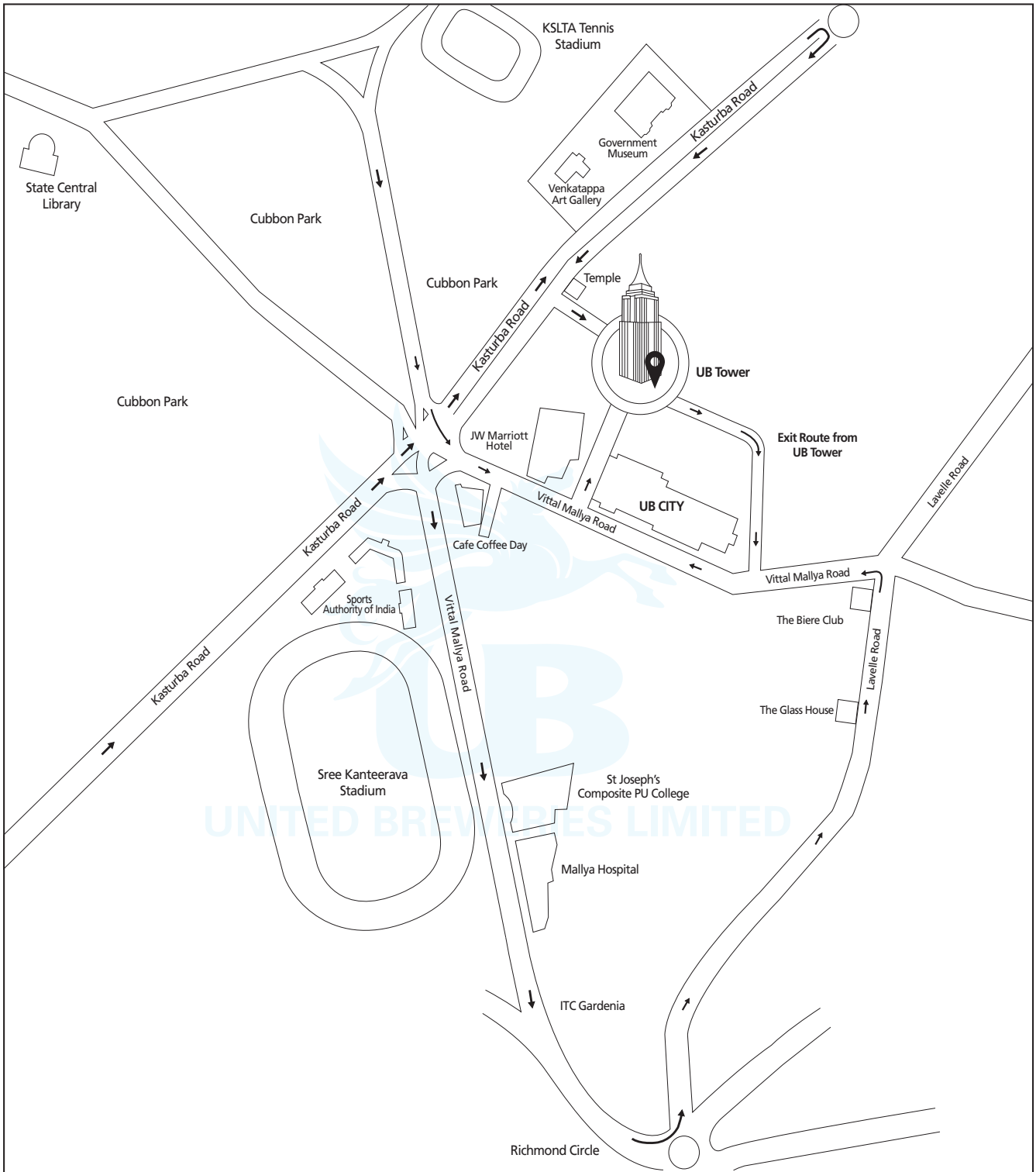
DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

PARTICULARS	MR. SIJBE HIEMSTRA
Qualifications	Bachelors Degree in Business Administration
Expertise in specific functional area	Long standing knowledge & experience in the beer business as well as on areas of General Management, Marketing, Sales & Export.
Date of Appointment	23.07.2015
Date of Birth/Age	16.07.1955 / 62 Years
Directorships held in other Companies in India	Nil
Membership in Committees	Nil
Shareholding in UBL	Nil
Number of Board Meetings attended during the year	Five (5)

The above Director is 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



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ATTENDANCE SLIP 18TH ANNUAL GENERAL MEETING

Date: Saturday, September 23, 2017 Time: 11.00 a.m.

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

I/We hereby record my/our presence at the EIGHTEENTH ANNUAL GENERAL MEETING of the Company being held on Saturday, September 23, 2017 at 11.A.M. 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 **10.00 A.M. on Saturday, September 23, 2017.**
5. E-voting particulars are set out below:

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

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
Wednesday, September 20, 2017 at 9.00 a.m.	Friday, September 22, 2017 at 5.00 p.m.

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



UNITED BREWERIES LIMITED

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

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

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

PROXY FORM

[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

(2) Name : _____ Address : _____

E-mail Id : _____ Signature: _____, or failing him

(3) Name : _____ Address : _____

E-mail Id : _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the EIGHTEENTH ANNUAL GENERAL MEETING of the Company, to be held on Saturday, September 23, 2017 at 11:00 A.M. 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:

1.	Adoption of Accounts for the year ended March 31, 2017 and the Reports of the Auditors and Directors thereon.
2.	Declaration of Dividend on Equity Shares.
3.	Re-appointment of Mr. Sijbe Hiemstra as Director, liable to retire by rotation.
4.	Appointment of Auditors and fixing their Remuneration.

Signed thisday of2017.



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Signature of the Shareholder(s)

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

Notes :

1. 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.
2. 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.
3. 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.