

**NOTICE IS HEREBY GIVEN** of the Seventeenth 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 Wednesday, September 07, 2016 at 11.00 a.m. for the following purposes:

## ORDINARY BUSINESS:

1. To receive and consider the Accounts for the year ended March 31, 2016, and the Reports of the Auditors and Directors thereon.
2. To declare a Dividend.
3. To appoint a Director in the place of Mr. A K Ravi Nedungadi, 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 pursuant to the provisions of 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 and the Rules framed thereunder, the Company hereby ratifies the appointment of Messers S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No.101049W/E300004), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and that their remuneration be fixed by the Board of Directors of the Company.

## SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION:**

**RESOLVED** that in terms of the provisions contained in Sections 196, 197 and the provisions of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), or any other statutory modification or re-enactment thereof, Mr. Henricus Petrus van Zon's (DIN 06485007) continuation in office as Director & Chief Financial Officer of the Company (in Executive capacity), effective from January 01, 2016, up to August 31, 2016 after his initial term of three years, be and is hereby approved by the Members on the following terms and conditions including increase/s in remuneration from time to time approved by the Nomination & Remuneration Committee and the Board of Directors of the Company:

1.	Salary	Rs.18,65,000/- per month.
2.	Allowance	Rs.15,20,000/- per month.
3.	Housing	Rs.2,61,165/- per month being lease rent for Company leased accommodation.
4.	Annual Allowance	Rs.3,94,000/- per annum.
5.	Incentive	Based on performance evaluation.
6.	Fuel and Drivers Salary	Rs.4,25,000/- per annum.
7.	Health Insurance	Rs.8,87,000/- per annum.
8.	Club Fees	Rs.30,000/- per annum.
9.	Leave Travel	Rs.18,00,000/- per annum for Mr. van Zon's family.
10.	School Fees	Rs.16,00,000/- per annum for Mr. van Zon's child with increase in school fees to be paid at actuals.
11.	Provident Fund	As per the Rules applicable to an expatriate managerial personnel.
12.	Provision of Car and telephone at the residence of Mr. van Zon	As per the Rules of the Company.
13.	Such other allowances, perquisites, amenities, facilities and benefits as per the Rules of the Company as applicable to senior executives and as may be permitted and approved by the Board of Directors to be paid to the expatriate Director & Chief Financial Officer. The gross remuneration for the period January 2016 to August 2016 shall not exceed a sum of Rs.3.53 Crores. In addition, incentive payments for the year 2015 and 2016 (on pro-rata basis) shall be paid on performance evaluation. All allowances, perquisites etc. shall be valued as per Income Tax Rules, 1962 as amended from time to time.	

Further **RESOLVED** that the remuneration paid to Mr. van Zon as mentioned above and also the remuneration payable in the event of absence or inadequacy of profits shall be subject to the provisions prescribed under Section 197 read with Schedule V of the Act, Rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

6. To consider and if thought fit, to pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION:**

**RESOLVED** that Mr. Steven Bosch (DIN 07573930), who in terms of Section 161 of the Companies Act, 2013 (the "Act"), holds office till the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member under Section 160 of the Act, be and is hereby appointed as a Director of the Company not liable to retire by rotation.

7. To consider and if thought fit, to pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION:**

**RESOLVED** that in terms of the provisions contained in Sections 196, 197 and the provisions of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), or any other statutory modification or re-enactment thereof, Mr. Steven Bosch's appointment as Director & Chief Financial Officer of the Company (in Executive capacity), effective from September 01, 2016, for a period of three years up to August 31, 2019, be and is hereby approved by the Members on the following terms and conditions including increase/s in remuneration from time to time as may be approved by the Nomination & Remuneration Committee and the Board of Directors of the Company:

1.	Salary	Rs.9,72,000/- per month.
2.	Allowance	Rs.11,58,000/- per month.
3.	Housing	Rs.2,00,000/- per month being lease rent for Company leased accommodation.
4.	Annual Allowance	Rs.3,71,000/- per annum.
5.	Incentive	Based on performance evaluation.
6.	Fuel and Drivers Salary	Rs.4,50,000/- per annum.
7.	Health Insurance	Rs.8,91,000/- per annum.
8.	Club Fees	Rs.30,000/- per annum.
9.	Leave Travel	Rs.12,00,000/- per annum for Mr. Bosch's family.
10.	School Fees	Rs.16,00,000/- per annum for Mr. Bosch's child with increase in school fees to be paid at actuals.
11.	Provident Fund	As per the Rules applicable to an expatriate managerial personnel.
12.	Provision of Car and telephone at the residence of Mr. Bosch	As per the Rules of the Company.
13.	Such other allowances, perquisites, amenities, facilities and benefits as per the Rules of the Company as applicable to senior executives and as may be permitted and approved by the Board of Directors to be paid to the expatriate Director & Chief Financial Officer. The gross remuneration payable to Mr. Bosch shall not exceed a sum of Rs.4.94 Crores per annum which includes incentive payments and pension cost on annual basis. All allowances, perquisites etc. shall be valued as per Income Tax Rules, 1962 as amended from time to time.	

Further **RESOLVED** that the remuneration payable to Mr. Bosch as mentioned above and also the remuneration payable in the event of absence or inadequacy of profits in any financial year shall be subject to the provisions prescribed under Section 197 read with Schedule V of the Act, Rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

During his tenure as Director & Chief Financial Officer, Mr. Bosch shall not be liable to retire by rotation.

**Registered Office:**

"UB TOWER", UB CITY,  
#24, Vittal Mallya Road,  
Bengaluru-560 001.  
Mumbai, July 18, 2016

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. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act"), forms part of this Notice.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from **Thursday, September 01, 2016 to Wednesday, September 07, 2016 (Both days inclusive)**.
4. The Statutory Auditors of the Company, Messrs S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No.101049W/E300004), were appointed as Auditors of the Company pursuant to Section 139 of the Act and Rules framed thereunder, to hold office from the conclusion of 15<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 18<sup>th</sup> AGM subject to ratification by the Members at every AGM. The Auditors have confirmed that they continue to satisfy the conditions as prescribed under the Act and Rules framed thereunder for appointment as Auditors of the Company.
5. Dividend at the rate of Rs.1.15 per Equity Share of Re.1/- each for the financial year ended March 31, 2016 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 Wednesday, August 31, 2016 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 Wednesday, September 07, 2016 after giving effect to all valid Share transfers in physical form which are lodged with the Company on or before Wednesday, August 31, 2016.
6. The unclaimed Dividend for the financial years ended March 31, 2009 and March 31, 2010 will be due for transfer to the Investor Education and Protection Fund (IEPF) on October 12, 2016 and September 16, 2017 respectively, in terms of the applicable provisions of the Companies Act. Members who have not encashed the Dividend Warrants for the aforesaid Dividends are requested to approach the Registrars and Share Transfer Agents of the Company as no claims shall lie against IEPF or the Company after such transfer of unclaimed Dividend to IEPF.
7. Members are requested to intimate to the Company's Registrars and Share Transfer Agents viz., **INTEGRATED ENTERPRISES (INDIA) LIMITED** in respect of shares held in physical form and to their Depository Participants in respect of shares held in electronic form:
  - 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) 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,
  - c) certified copy of Permanent Account Number (PAN) Card, and
  - d) the Nomination facility.
8. 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.
9. Profile of Directors forms part of Corporate Governance Report. Details of Directors seeking appointment/ re-appointment/continuation in office are also attached to this Notice, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for perusal of the Members.
10. Documents referred to in the accompanying notice and the Explanatory Statement 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.

11. Notice of 17<sup>th</sup> AGM, Attendance Slip, Proxy Form, Route Map and the Annual Report are available on the Company's website [www.unitedbreweries.com](http://www.unitedbreweries.com). Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at [ublinvestor@ubmail.com](mailto:ublinvestor@ubmail.com). This Notice is also available on the website of National Securities Depositories Limited (NSDL).
12. Notice, Annual Report and instructions for participating in remote e-voting along with Attendance Slip and Proxy Form, 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.
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 Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 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 Friday, August 05, 2016. The cut-off-date for the purpose of determining the eligibility to vote by electronic means and at the AGM is Wednesday, August 31, 2016 (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.
  - III. 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](mailto:evoting@nsdl.co.in) or to the Registrars and Share Transfer Agents. However, if the member is already registered with NSDL for e-voting then the existing user ID and password can be used for casting vote.
  - IV. The remote e-voting period commences on **Sunday, September 04, 2016 at 9.00 a.m.** and ends on **Tuesday, September 06, 2016 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 **Wednesday, August 31, 2016** 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.
  - V. 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.
  - VI. The instructions for e-voting are as under-
    - A. Members whose e-mail IDs are registered with the Company or 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 digit 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 authorized signatory/ ies who are authorized 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.

- VII. 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.
- VIII. The voting rights of Members shall be in proportion to their equity shares of the paid up equity share capital of the Company.
- XI. 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 authorized 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](http://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](http://www.evoting.nsdl.com) or call on NSDL toll free No.: 1800-222-990. Shareholders may also contact Mr. Vijayagopal of Integrated Enterprises (India) Limited on 080-23460815 to 23460818 for any grievances connected with voting by electronic means.

**14. 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. 5**

Pursuant to the understanding with Heineken N.V. (Heineken), Mr. Henricus Petrus van Zon was appointed Director & Chief Financial Officer (CFO) effective January 01, 2013 for a period of three years and the same was approved by the Members at the 14<sup>th</sup> Annual General Meeting. Heineken thereafter extended his term and the Board of Directors had approved such extended term for a period of one year till December 31, 2016 subject to approval of the Members.

Remuneration to Mr. van Zon is fixed as per the terms agreed with Heineken within the limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V thereto. The gross remuneration for the period January 2016 to August 2016 shall not exceed a sum of Rs.3.53 Crores. Incentive payments based on performance evaluation for the year 2015 and 2016 (on pro-rata basis) shall be paid by the Company as and when the Company receives an intimation from Heineken. For the year ended March 2016, Mr. van Zon drew a gross remuneration of Rs.7.12 Crores. During his tenure Mr. van Zon was not liable to retire by rotation. Mr. van Zon has since resigned from office of Director & CFO following his transfer to a new assignment by Heineken effective September 01, 2016.

Other than Mr. van Zon, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution. His interest is to the extent of remuneration received by him. Your Directors recommend the above Resolution as an Ordinary Resolution for your approval.

### **Item No. 6**

Mr. Steven Bosch was appointed as an Additional Director of the Company with effect from September 01, 2016 pursuant to the provisions of Article 115 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013. Mr. Bosch holds office up to the date of this Annual General Meeting. A Notice in writing under Section 160 of the Companies Act, 2013 has been received by the Company from a Member signifying his intention to propose the appointment of Mr. Bosch as a Director of the Company.

Other than Mr. Bosch, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution. His interest is to the extent of remuneration received by him. Your Directors recommend the above Resolution as an Ordinary Resolution for your approval.

### **Item No. 7**

Pursuant to the understanding with Heineken N.V. (Heineken), Mr. Steven Bosch was appointed as a Director & Chief Financial Officer (CFO) with effect from September 01, 2016, for a period of three years up to August 31, 2019 to hold the position of Director & CFO.

Mr. Bosch holds an MSc. in Business Administration from the University of Groningen, The Netherlands. He has completed various Finance and Management Development programs at CERAM School of Management & Technology and at INSEAD-Fontainebleau. As a Director in Heineken International's Global Business Development team, Mr. Bosch has led a wide range of projects including acquisitions, divestitures, mergers, restructuring and business due diligence projects. In addition to a diverse professional experience globally Mr. Bosch' expertise includes business planning, financial analysis, integration planning, project management, etc. He brings with him about 15 years' experience of a professional in finance, investment banking and business development.

Remuneration to Mr. Bosch is fixed as per the terms agreed with Heineken within the limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V thereto. The gross remuneration payable to Mr. Bosch shall not exceed a sum of Rs.4.94 Crores per annum which includes incentive payments and pension cost on an annual basis. During his tenure as Director & CFO, Mr. Bosch shall not be liable to retire by rotation.

Your Directors are of the view that there will be considerable synergies in his joining the Board and holding the position of Director & CFO of your Company and shall be an effective contribution to further the growth of the Company in all its sphere. Mr. Bosch is a Dutch National and a Non-Resident. Approval of the Regulatory authorities as may be required shall be sought in terms of applicable provisions.

Other than Mr. Bosch, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution. His interest is to the extent of remuneration to be received by him from the Company. Your Directors recommend the above Resolution as an Ordinary Resolution for your approval.

### **Registered Office:**

"UB TOWER", UB CITY,  
#24, Vittal Mallya Road,  
Bengaluru-560 001.  
Mumbai, July 18, 2016

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

### DETAILS OF NEW DIRECTOR

PARTICULARS	MR. STEVEN BOSCH
Qualifications	MSc. in Business Administration from University of Groningen, The Netherlands.
Expertise in specific functional area	Finance, Investment Banking, Business Development, M&A, Corporate Restructuring, Equity Capital Markets, Business Due Diligence, Project Management.
Director Identification No.	07573930
Date of Appointment	01.09.2016
Date of Birth/ Age	05.09.1979 / 36 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	Not Applicable.

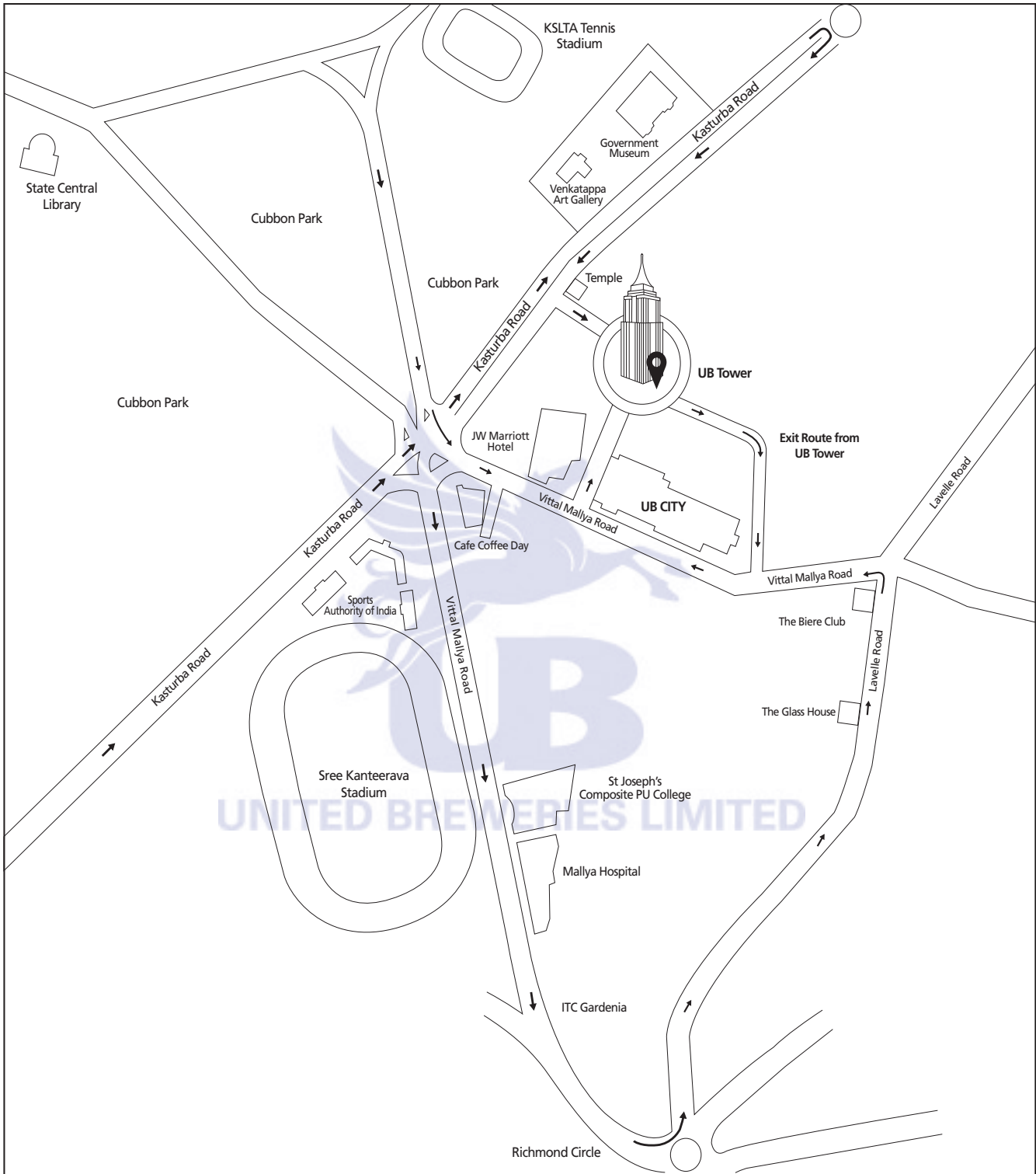
### DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/CONTINUATION IN OFFICE

PARTICULARS	MR. A K RAVI NEDUNGADI	MR. HENRICUS PETRUS VAN ZON
Qualifications	Chartered Accountant & Cost Accountant	MSc. in Business Economics and Post Graduate in Accountancy from Erasmus University, Rotterdam, Netherlands
Expertise in specific functional area	Strategic and Financial Planning	Finance, Accounting and General Management
Director Identification No.	00103214	06485007
Date of Appointment	09.08.2002	07.12.2012
Date of Birth/ Age	20.10.1957 / 59 Years	01.03.1956 / 60 Years
Directorships held in other Companies in India	i. Sanofi India Limited ii. Bayer Cropsience Limited	Nil
Membership in Committees	<b>Audit Committee</b> i. Sanofi India Limited ii. Bayer Cropsience Limited <b>Stakeholder's Relationship Committee</b> i. Sanofi India Limited ii. Bayer Cropsience Limited (Chairman)	Nil
Shareholding in UBL	Nil	Nil
Number of Board Meetings attended during the year	Three	Four

The above details do not include Committee memberships not prescribed for the purpose of reckoning of limits in terms of Regulation 26(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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-560 001.



**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





# 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

## ATTENDANCE SLIP 17<sup>TH</sup> ANNUAL GENERAL MEETING

Date: Wednesday, September 07, 2016 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 SEVENTEENTH ANNUAL GENERAL MEETING of the Company being held on Wednesday, September 07, 2016 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 Wednesday, September 07, 2016.**
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
Sunday, September 04, 2016 at 9.00 a.m.	Tuesday, September 06, 2016 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 SEVENTEENTH ANNUAL GENERAL MEETING of the Company, to be held on Wednesday, September 07, 2016 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, 2016 and the Reports of the Auditors and Directors thereon.
2.	Declaration of Dividend on Equity Shares.
3.	Re-appointment of Mr.A K Ravi Nedungadi as Director, liable to retire by rotation.
4.	Appointment of Auditors and fixing their Remuneration.
5.	Continuation of Mr.Henricus Petrus van Zon as Director & Chief Financial Officer from January 01, 2016 to August 31, 2016.
6.	Appointment of Mr.Steven Bosch as Director, not liable to retire by rotation.
7.	Appointment of Mr.Steven Bosch as Director & Chief Financial Officer for a term of three years from September 01, 2016 to August 31, 2019.

Signed this .....day of .....2016.



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.