

NOTICE IS HEREBY GIVEN of the Twentieth Annual General Meeting of the Members of **UNITED BREWERIES LIMITED** ("the Company") to be held at LEVEL 1, UB TOWER, UB CITY, #24, VITTAL MALLYA ROAD, BENGALURU - 560 001, on Thursday, August 22, 2019 at 11.00 a.m. 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, 2019, together with 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 (DIN 00103214), 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. Rudolf Gijsbert Servaas van den Brink (DIN 0008256382), who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 14, 2018 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, and who is eligible for appointment, and in respect of whom, a notice in writing under Section 160 of the Act has been received by the Company from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

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

RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules framed thereunder, read with Schedule IV of the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR"), Mr. Sunil Alagh (DIN 00103320), who was appointed as an Independent Director, for a term of five years upto September 03, 2019 by the Members at 15th Annual General Meeting, and who is eligible for re-appointment as Independent Director as per the provisions of the Act and Rules framed thereunder and LODR, and in respect of whom, the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for second consecutive term of five years with effect from September 04, 2019 to September 03, 2024.

Further **RESOLVED** that pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Act and Rules framed thereunder, consent of Members be and is hereby accorded to Mr. Sunil Alagh, to continue to hold office of Independent Director of the Company till completion of his second consecutive term ending on September 03, 2024 notwithstanding that Mr. Sunil Alagh would have attained 75 years of age earlier.

6. To consider and if thought fit, to pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION:**
- RESOLVED** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules framed thereunder, read with Schedule IV of the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”), Ms. Kiran Mazumdar Shaw (DIN 00347229), who was appointed as an Independent Director, for a term of five years up to September 03, 2019 by the Members at the 15th Annual General Meeting, and who is eligible for re-appointment as Independent Director as per the provisions of the Act and Rules framed thereunder and LODR, and in respect of whom, the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for second consecutive term of five years with effect from September 04, 2019 to September 03, 2024.
7. To consider and if thought fit, to pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION:**
- RESOLVED** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules framed thereunder, read with Schedule IV of the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”), Mr. Madhav Bhatkuly (DIN 00796367), who was appointed as an Independent Director, for a term of five years up to September 03, 2019 by the Members at the 15th Annual General Meeting, and who is eligible for re-appointment as Independent Director as per the provisions of the Act and Rules framed thereunder and LODR, and in respect of whom, the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for second consecutive term of five years with effect from September 04, 2019 to September 03, 2024.
8. To consider and if thought fit, to pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION:**
- RESOLVED** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Rules framed thereunder, read with Schedule IV of the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”), Mr. Stephan Gerlich (DIN 00063222), who was appointed as an Independent Director, for a term of five years up to September 03, 2019 by the Members at the 15th Annual General Meeting, and who is eligible for re-appointment as Independent Director as per the provisions of the Act and Rules framed thereunder and LODR, and in respect of whom, the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for second consecutive term of five years with effect from September 04, 2019 to September 03, 2024.

Registered Office:

“UB TOWER”, UB CITY,
#24, Vittal Mallya Road,
Bengaluru-560 001.
Mumbai, July 19, 2019

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

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to special business to be transacted at the Meeting is annexed.
2. 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 later than 48 hours before the Meeting.
3. 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.
4. Register of Members and the Share Transfer Books of the Company will remain closed from **Friday, August 16, 2019** to **Thursday, August 22, 2019** (both days inclusive).
5. Pursuant to Section 160 of the Act, as amended by the Companies (Amendment) Act, 2017, the requirement of deposit of rupees one lac shall not be applicable in case of appointment of Independent Directors or Directors recommended by Nomination and Remuneration Committee.
6. Mr. Chhaganlal Jain (DIN 00102910) and Mr. Chugh Yoginder Pal (DIN 00106536), Independent Directors were appointed on the Board of the Company on January 27, 2003 and April 29, 2005 respectively. During their continuation as Directors and upon implementation of Section 149 of the Companies Act, 2013, their appointment as Independent Directors of the Company for a fixed term of 5 years was made at the 15th Annual General Meeting held on September 04, 2014. Their current term as Independent Director expires on September 03, 2019.

Mr. Chhaganlal Jain and Mr. Chugh Yoginder Pal, have expressed their desire to retire from the Board and do not seek re-appointment for another term.

7. 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.
8. Dividend at the rate of Rs.2.50 per equity Share of Re.1/- each (i.e. 250%) for the financial year ended March 31, 2019 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 Thursday, August 15, 2019 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 Thursday, August 22, 2019 after giving effect to all valid Share transfers in physical form which are lodged with the Company on or before Thursday, August 15, 2019.
9. As per the guidelines dated April 20, 2018 issued by the Securities and Exchange Board of India, inter-alia for payment of dividend etc., Members are requested to provide to **INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED** (Registrar and Share Transfer Agents) the following documents for payment of dividend to their correct bank account as well as for updating our 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.
10. Unclaimed Dividend for the financial year ended March 31, 2012 will be due for transfer to the Investor Education and Protection Fund (IEPF) on October 31, 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.
11. Members are requested to intimate to the Company's Registrar and Share Transfer Agents/their Depository Participants:
 - (a) current 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.
12. 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.
13. Profile of Directors forms part of Corporate Governance Report. Details of Directors are also attached to this Notice, as required under the Listing Regulations.
14. 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.
15. Notice of AGM and Annual Report 2018-19 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 2018-19 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).
16. Effective from April 01, 2019, 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/Guidance%20Note_Dematerialise%20Shares.pdf

17. **Webcast of the AGM**

The Securities Exchange Board of India ("SEBI") vide its SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 has mandated top 100 listed entities to provide one-way live webcast of the proceedings of the Annual General Meeting, effective April 01, 2019.

In Compliance with the above Regulation, the Shareholders are informed that the Company will be providing a facility to view the live streaming of the proceedings of the Annual General Meeting webcast on the NSDL website. You may access the same at <https://www.evoting.nsdl.com> by using your remote e-voting credentials. The link will be available in shareholder login where the EVEN of Company will be displayed. The Webcast facility will be available from 10.55 a.m. onwards on August 22, 2019.

18. **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 Requirements) 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. Cut-off-Date for the purpose of ascertaining Members who are eligible to receive this Notice is Friday, July 19, 2019. The cut-off-date for the purpose of determining the eligibility to vote by electronic means and at the AGM is Thursday, August 15, 2019 (**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 Monday, August 19, 2019 at 9.00 a.m. and ends on Wednesday, August 21, 2019 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 Thursday, August 15, 2019 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 will not be allowed to change it subsequently or cast the vote again.
- IV. Instructions for remote e-voting are as under-

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the One Time Password (OTP) based on login for casting the votes on the e-Voting systems of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of Company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pramod@bmpandco.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- 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/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. 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).
- 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. 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. Thursday, August 15, 2019.
- IX. 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.
- X. Mr. Pramod S M, Company Secretary in Practice, Partner BMP & Co., LLP (Membership No. FCS 7834, CP 13784) 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 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.
- 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 on the website of NSDL immediately after the results are declared by the Chairman of the AGM 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 the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. 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 Phone: +91-80-45655000, Email ID: ublinvestor@ubmail.com for any grievances connected with voting by electronic means.
- XIV. Disclosures contained in this Notice and the Explanatory Statement are made in compliance of Regulation 36 (3) of the LODR and Secretarial Standards on General Meeting (SS-2) prescribed by ICSI.

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

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

Item No. 4

Mr. Rudolf Gijsbert Servaas van den Brink (DIN 0008256382) was appointed as an Additional Director of the Company on November 14, 2018 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 Rudolf took charge as President of Heineken Asia Pacific since October 2018 and is a Member of the Executive Team of Heineken N.V. He served as the Managing Director of Heineken Mexico (Cauhtémoc Moctezuma) in Monterrey, Mexico from August 2015 to September 2018 and was the Managing Director for Heineken USA in New York, USA from October 2009 to July 2015. From June 1999 to September 2009, he successively served as a Senior Brand Manager (Pepsi & 7UP) and Trade Marketing Manager for Vrumona (part of the Heineken Group) in Bunnik, the Netherlands, the International Channel Development Manager for Heineken Global Commerce, Amsterdam and the Commercial Director for Bralima S.A.R.L. (part of the Heineken Group) in the Democratic Republic of Congo. Mr. Rudolf 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. Rudolf, 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.

Item No. 5

In accordance with the provisions of Section 149 (10) of the Companies Act, 2013 ("the Act"), Mr. Sunil Alagh, was appointed as Independent Director of the Company by the Members at their Annual General Meeting held on September 04, 2014 to hold office for a term of five years upto September 03, 2019. Mr. Alagh is eligible for re-appointment as Independent Director for second consecutive term of five years on the Board of the Company and his office shall not be liable to retire by rotation in terms of Section 149 (13) of the Act.

Based on recommendation of Nomination and Remuneration Committee and in the terms of the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Alagh, being eligible for re-appointment as Independent Director has offered himself for re-appointment for a second consecutive term of five years from September 04, 2019 to September 03, 2024.

Mr. Alagh has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act. In the opinion of the Board, Mr. Alagh fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 (1)(b) of the Listing Regulations for his appointment as Independent Director of the Company in non-executive capacity.

The Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 vide circular dated May 9, 2018 which requires continuance of any Independent Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended. During his second term, Mr. Alagh will attain 75 years

of age on November 5, 2021. Pursuant to this Resolution, Mr. Alagh shall continue to hold the office of Independent Director for his entire second consecutive term, even after attaining the age of 75 years.

Mr. Alagh is a graduate in Economics (Hons.) with MBA from IIM Calcutta, having more than 30 years of Corporate experience in various organisations including ITC Limited, Jagatjit Industries Limited and Britannia Industries Limited. He was Managing Director and CEO of Britannia Industries Limited from 1989 to 2003. He is a Senior Advisor to AXA, France, a Member on Advisory Board of Vikas Ecotech Ltd., New Delhi and on the Executive Committee of the Federation of Indian Chambers of Commerce and Industry (FICCI). Earlier, he was also a Member of the Board of Governors' of IIM Bangalore and IIM Indore, the Governing Council of the National Institute of Design, Ahmedabad and a Member of the Round Table on Higher Education of the Ministry of HRD, Government of India. Other details of Mr. Alagh are provided in the annexure to this Notice.

Mr. Alagh has extensive experience in the field of Business advisory & consultancy services with emphasis on Marketing and Brand building strategies. Mr. Alagh is also on the Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company and has been effectively performing his duties and providing valuable guidance to the Company. Mr. Alagh is the Chairman of Nomination and Remuneration Committee.

The Board is of the opinion that Mr. Alagh's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He is also a person of integrity who possesses the required expertise and his continued association as Independent Director of the Company will be beneficial to the Company. Accordingly, the Board recommends the Special Resolution for his re-appointment as Independent Director for the second consecutive term of five years with effect from September 04, 2019 to September 03, 2024.

Other than Mr. Alagh, none of the Directors, Key Managerial Personnel of the Company and his relative, are concerned or interested, in the above Resolution. Mr. Alagh is not related to any of the Directors and Key Managerial Personnel of the Company.

Based on the performance evaluation, it emerges that Mr. Alagh fulfils his responsibilities towards the Company in a professional and ethical manner, actively participates in discussions during the Board and Committee meetings and acts objectively and constructively while bringing an independent opinion during deliberations at the meetings.

Your Directors recommend the above Resolution set out in Item No. 5 as a Special Resolution for your approval.

Item Nos. 6 to 8

In accordance with the provisions of Section 149(10) of the Companies Act, 2013 ("the Act"), Ms. Kiran Mazumdar Shaw, Mr. Madhav Bhatkuly and Mr. Stephan Gerlich, were appointed as Independent Directors of the Company by the Members at their Annual General Meeting held on September 04, 2014 to hold office for a term of five years up to September 03, 2019. The above mentioned Directors are eligible for re-appointment as Independent Directors for second consecutive term of five years on the Board of a Company and their office shall not be liable for retirement by rotation in terms of Section 149 (13) of the Act.

Based on recommendation of Nomination and Remuneration Committee and in the terms of the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Ms. Kiran Mazumdar Shaw, Mr. Madhav Bhatkuly and Mr. Stephan Gerlich, being eligible for re-appointment as Independent Directors have offered themselves for re-appointment for second term of five years from September 04, 2019 to September 03, 2024.

Each of the Independent Directors proposed to be re-appointed has submitted a declaration that they meet the criteria for independence as provided in Section 149 (6) of the Act. In the opinion of the Board, these Directors fulfil the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 (1) (b) of the Listing Regulations for their re-appointment as Independent Directors of the Company in non-executive capacity.

The Board is of the opinion that the above mentioned Directors' rich and diverse experience is valuable to the Company, which adds value and enriched points of view during Board discussions and decision making. They are persons of integrity who possess the required expertise and their continued association as Independent Directors of the Company will be beneficial to the Company. Accordingly, the Board recommends the Special Resolution for their re-appointment as Independent Directors for the second consecutive term of five years with effect from September 04, 2019 to September 03, 2024.

Profile of the above mentioned Independent Directors forms part of the Corporate Governance Report. Their other details are provided in the annexure to this Notice.

Other than these Independent Directors, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, in the Resolutions set out at Item Nos. 6 to 8 of this notice. These Independent Directors are not related to any of the Directors and Key Managerial Personnel of the Company.

Based on the performance evaluation of Independent Directors, it emerges that all of the above Independent Directors fulfil their responsibilities towards the Company in a professional and ethical manner, actively participate in discussions during the Board and Committee meetings and they act objectively and constructively while bringing an independent opinion during deliberations at the meetings.

Your Directors recommend the above Resolutions set out at Item Nos. 6 to 8 as Special Resolutions for your approval.

Registered Office:

"UB TOWER", UB CITY,
#24, Vittal Mallya Road,
Bengaluru-560 001.
Mumbai, July 19, 2019

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

DETAILS OF NEW DIRECTOR

PARTICULARS	MR. RUDOLF GIJSBERT SERVAAS VAN DEN BRINK
Educational Qualification	MA degree in Philosophy, University of Groningen, The Netherlands and MSc degree in Business Administration, University of Groningen, The Netherlands
Expertise in specific functional area	Marketing and Commerce
Director Identification No.	08256382
Date of Appointment	14.11.2018
Date of Birth/Age	25.07.1973 / 46 years
Directorships held in other listed Companies in India	NIL
Membership in Committee	NIL
Shareholding in UBL	NIL
Number of Board Meetings attended during the year	Three (3)
Sitting fees/Commission	Entitled to receive sitting fees and commission, at the discretion of the Board as applicable to non-executive Directors

DETAILS OF RETIRING DIRECTOR SEEKING RE-APPOINTMENT

PARTICULARS	MR. A K RAVI NEDUNGADI
Educational Qualification	Chartered Accountant & Cost Accountant
Expertise in specific functional area	Strategic and Financial Planning
Director Identification No.	00103214
Date of Appointment	09.08.2002
Date of Birth/Age	20.10.1957 / 62 years
Directorships held in other listed Companies in India	NIL
Membership in Committee	(i) Share Transfer Committee (ii) Nomination & Remuneration Committee (iii) Borrowing Committee (iv) Code of Business Conduct & Ethics
Shareholding in UBL	NIL
Number of Board Meetings attended during the year	Eight (8)
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.

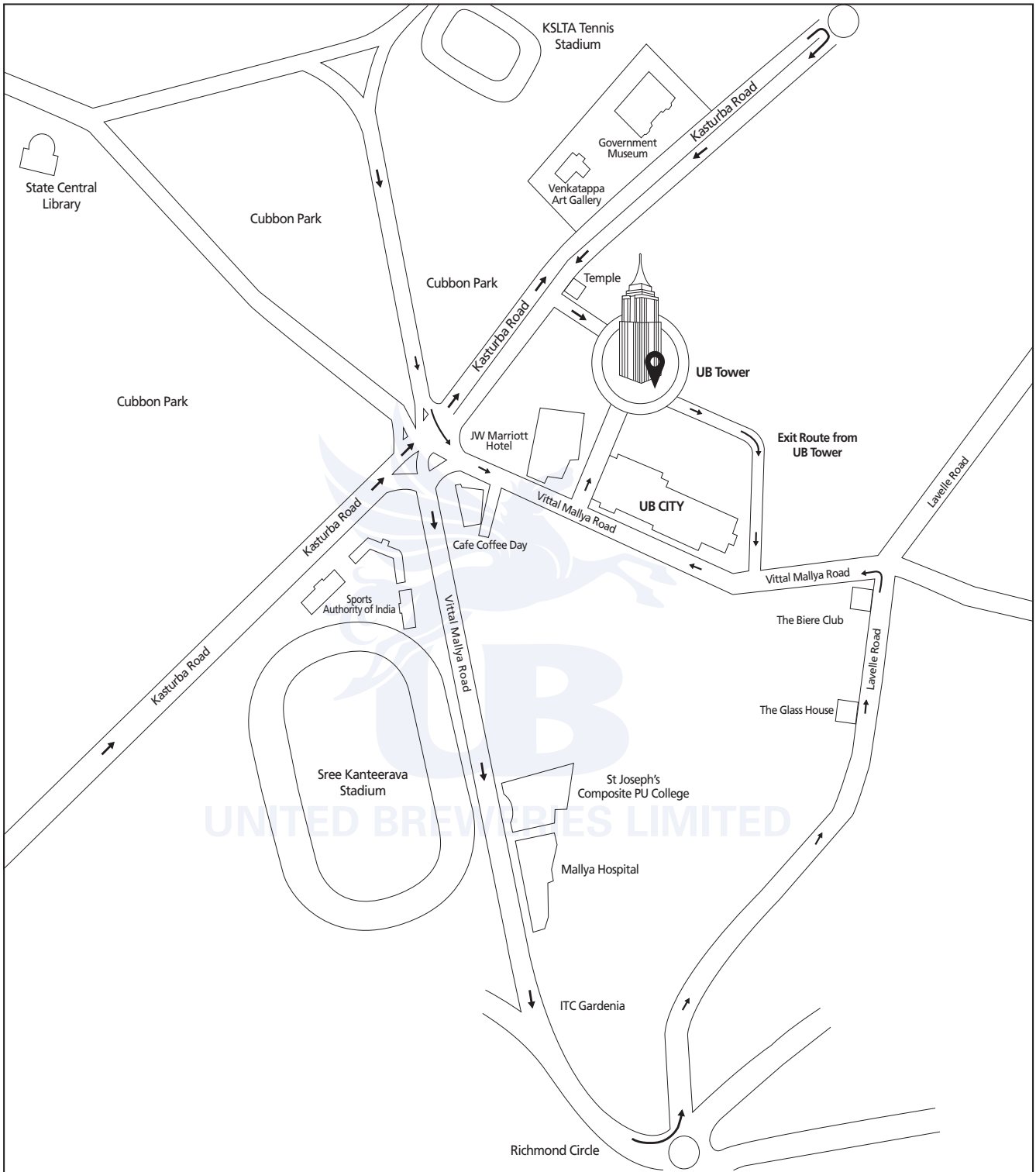
DETAILS OF INDEPENDENT DIRECTORS PROPOSED TO BE RE-APPOINTED

PARTICULARS	MR. SUNIL ALAGH	MS. KIRAN MAZUMDAR SHAW	MR. MADHAV BHATKULY	MR. STEPHAN GERLICH
Educational Qualification	Graduate in Economics (Hons.) & MBA, IIM (Kolkata)	Honors degree in Zoology, Masters in Brewing and Hon. Doctorate in Science	Masters in Commerce, Masters in Economics	Wirtschaftsamt (Germany)
Expertise in specific functional area	Expertise in Business Strategy with emphasis on Marketing and Brand building	Biotechnology	Finance and Economics	Overall business Management & Operations in Healthcare, Crop Science & Material Science
Director Identification No.	00103320	00347229	00796367	00063222
Date of Appointment*	04.09.2014	04.09.2014	04.09.2014	04.09.2014
Date of Birth/Age	06.11.1946 / 73 years	23.03.1953 / 66 years	22.01.1966 / 53 years	11.09.1958 / 61 years
Directorships held in other listed Companies in India	GATI Limited	i. Biocon Limited ii. Syngene International Limited iii. Narayana Hrudayalaya Limited iv. Infosys Limited	NIL	NIL
Membership in Committees	Audit Committee Indofil Industries Limited Stakeholders' Relationship Committee GATI Limited (Chairman) Share Transfer and Stakeholders' Relationship Committee Indofil Industries Limited Nomination and Remuneration Committee Indofil Industries Limited	Nomination and Remuneration Committee i. Biocon Limited ii. Biocon Pharma Limited (Chairperson) iii. Narayana Hrudayalaya Limited iv. Infosys Limited (Chairperson) Audit Committee i. Biocon Pharma Limited (Chairperson) ii. Biocon Research Limited (Chairperson) Risk Management Committee Infosys Limited Corporate Social Responsibility Infosys Limited (Chairperson)	NIL	NIL
Shareholding in UBL	NIL	NIL	NIL	NIL
Number of Board Meetings attended during the year	Eight (8)	Five (5)	Eight (8)	Five (5)
Sitting Fees/Commission	Entitled to receive sitting fees and commission, at the discretion of the Board as applicable to Independent Directors			

* These Independent Directors were appointed for 5 years (First Term) on September 04, 2014 as per Section 149(10) of the Companies Act, 2013. 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: +91-80-45655000 Fax: +91-80-22211964, 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.

Phone: +91-80-45655000, Fax: +91-80-22211964, 22229488

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

ATTENDANCE SLIP 20TH ANNUAL GENERAL MEETING

Date: Thursday, August 22, 2019 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 TWENTIETH ANNUAL GENERAL MEETING of the Company being held on **Thursday, August 22, 2019** at **11.00 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 Thursday, August 22, 2019.**
5. E-voting particulars are set out below:

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD
111113		

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
Monday, August 19, 2019 at 9.00 a.m.	Wednesday, August 21, 2019 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.

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CIN: L36999KA1999PLC025195 • Email: ublinvestor@ubmail.com • Website: www.unitedbreweries.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 TWENTIETH ANNUAL GENERAL MEETING of the Company, to be held on Thursday, August 22, 2019 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:

S.No.	Resolutions
1.	Receive, consider and adopt the audited financial Statements of the Company for the year ended March 31, 2019, and the Reports of the Auditors and Directors thereon.
2.	Declare a Dividend on Equity Shares.
3.	Re-appointment of Mr. AK Ravi Nedungadi (DIN-00103214) as Director, liable to retire by rotation.
4.	Appointment of Mr. Rudolf Gijsbert Servaas Van Den Brink (DIN-0008256382) as Director, liable to retire by rotation.
5.	Re-appointment of Mr. Sunil Alagh (DIN-00103320) as Independent Director for second consecutive term of five years.
6.	Re-appointment of Ms. Kiran Mazumdar Shaw (DIN-00347229) as Independent Director for second consecutive term of five years.
7.	Re-appointment of Mr. Madhav Bhatkuly (DIN-00796367) as Independent Director for second consecutive term of five years.
8.	Re-appointment of Mr. Stephan Gerlich (DIN-00063222) as Independent Director for second consecutive term of five years.

Signed thisday of2019.



.....
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.