

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN of the Fourteenth Annual General Meeting of the Members of **UNITED BREWERIES LIMITED** to be held at GOOD SHEPHERD AUDITORIUM, OPP. ST. JOSEPH'S PRE-UNIVERSITY COLLEGE, RESIDENCY ROAD, BANGALORE - 560 025, on Thursday, September 12, 2013 at 11.30 a.m. for the following purposes:

1. To receive and consider the Accounts for the year ended March 31, 2013, and the Reports of the Auditors and Directors thereon.
2. To declare a Dividend.
3. To appoint a Director in the place of Mr. Chhaganlal Jain, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Mr. Duco Reinout Hooft Graafland, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in the place of Mr. Stephan Gerlich, who retires by rotation and, being eligible, offers himself for re-appointment.
6. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

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

RESOLVED that Mr. Henricus Petrus van Zon, who in terms of Section 260 of the Companies Act, 1956 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 257 of the said Act, be and is hereby appointed as a Director of the Company.

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

RESOLVED that pursuant to Sections 198, 269, 309 and the provisions of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, or any statutory modification or re-enactment thereof, Mr. Henricus Petrus van Zon's appointment as Director & Chief Financial Officer of the Company (in Executive capacity), effective from January 01, 2013, for a period of Three Years up to December 31, 2015, be hereby approved by the members on the following terms and conditions:

1.	Salary	Rs. 1,515,000/- per month with such increases as may be determined by the Board of Directors of the Company from time to time.
2.	Special Allowance	Rs. 757,000/- per month with such increases as may be determined by the Board of Directors of the Company from time to time.
3.	Personal Allowance	Rs. 588,000/- per month with such increases as may be determined by the Board of Directors of the Company from time to time.
4.	Annual Allowance	Rs. 1,980,000/- per annum with such increases as may be determined by the Board of Directors of the Company from time to time.
5.	Housing	Residential accommodation leased by the Company. Lease rental of Rs. 215,000/- per month with such increases from time to time. Expenses on maintenance and utilities like water, electricity charges etc. shall be borne by the Company at actuals.
6.	Leave Travel	For Mr. van Zon family each year.
7.	School Fees	For Mr. van Zon's child at actuals.
8.	Provident Fund	As per the Rules of the Company.
9.	Provision of Car and telephone at the residence of Mr. van Zon	As per the Rules of the Company.
10.	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. 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. van Zon (salary, allowances, perquisites, amenities, facilities and benefits) shall be subject to the provisions laid down in Sections 198 and 309 and Schedule XIII of the Companies Act, 1956 or any other Statutory provision, modification or re-enactment thereof and shall be subject to the approval of the Central Government and /or such other Statutory /Regulatory bodies as may be required in terms of the relevant Regulations.

Further **RESOLVED** that in the event of absence or inadequacy of Profits in any financial year, the remuneration by way of salary, allowances, perquisites, amenities, facilities and benefits payable to Mr. van Zon shall be subject to the provisions prescribed under the Companies Act, 1956 and the Rules made thereunder or any Statutory modification or re-enactment thereof.

During his tenure as Chief Financial Officer, Mr. van Zon shall not be liable to retire by rotation.

Registered Office:

"UB TOWER", UB CITY,
24, Vittal Mallya Road,
Bangalore-560 001.
Mumbai, May 30, 2013

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 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 173(2) of the Companies Act, 1956 forms part of this Notice.
3. The Register of Members and the Share Transfer Books of the Company will remain closed on **Wednesday, September 11, 2013 and Thursday, September 12, 2013.**
4. Members are requested to intimate to the Company's Registrars and Share Transfer Agents viz., **INTEGRATED ENTERPRISES (INDIA) LIMITED** (Formerly known as Alpha Systems Pvt. Ltd.), 30, RAMANA RESIDENCY, 4TH CROSS, SAMPIGE ROAD, MALLESWARAM, BANGALORE - 560 003;
 - a. any change in their addresses;
 - b. details about their email address, if any, so that all notices and other statutory documents which are required to be sent to the Members, as per the provisions of the Companies Act, 1956, can be sent to their email addresses, as a measure of "Green Initiative" proposed by the Ministry of Corporate Affairs;
 - c. details about their bank account number, name of bank, branch code and address for payment of dividend electronically, and
 - d. the Nomination facility to be availed by them.
5.
 - a. The unclaimed/unpaid Final Dividend for the financial year ended March 31, 2006, and Interim Dividend for the financial year ended March 31, 2007 will be due for transfer to the Investor Education and Protection Fund (IEPF) on October 05, 2013 and February 16, 2014 respectively in terms of Section 205A and 205C of the Companies Act, 1956. 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 claim shall lie against IEPF or the Company after such transfer of unclaimed Dividend to IEPF.
 - b. Dividend on Equity Shares for the financial year ended March 31, 2013 post its declaration at this Annual General Meeting will be paid to the Members whose names appear:
 - i. as Beneficial Owners as at the close of business hours on Tuesday, September 10, 2013 as per the list to be furnished by the Depositories in respect of the Shares held in electronic form, and
 - ii. as Members in the Register of Members of the Company as on Thursday, September 12, 2013 after giving effect to all valid Share transfers in physical form which are lodged with the Company on or before Tuesday, September 10, 2013.
6. Members holding Shares in the same name or in the same order of names under different Ledger Folio Numbers are requested to apply for consolidation of such Folios to the Company's Registrars and Share Transfer Agents, Integrated Enterprises (India) Limited.

Notice (contd.)

7. Members are requested to:
 - bring their copy of **Annual Report** to the Meeting,
 - bring the **Attendance Slip sent herewith, duly filled in,**
 - bring their **Folio Number / DP and Client ID,** and
 - **avoid being accompanied by non-Members and children.**
8. Members are requested to quote the Folio Number / Client ID / DP ID in all correspondence.
9. Profile of Directors retiring by rotation and new Director forms part of Corporate Governance Report. Their details are also attached to this Notice, as required, for perusal of the Members.
10. **MEMBERS PLEASE NOTE THAT NO GIFTS SHALL BE DISTRIBUTED AT THE MEETING.**

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173 OF THE COMPANIES ACT, 1956

Item No. 7

Mr. Henricus Petrus van Zon was appointed an Additional Director of the Company on December 07, 2012, as an addition to the Board pursuant to the provisions of Article 115 of the Articles of Association of the Company. In terms of the said Article and Section 260 of the Companies Act, 1956, he will hold office only up to the date of this Annual General Meeting. A Notice in writing under Section 257 of the Companies Act, 1956 along with a deposit of Rs. 500/- has been received by the Company from a Member signifying his intention to propose the appointment of Mr. Henricus Petrus van Zon as a Director of the Company.

None of the Directors, other than Mr. Henricus Petrus van Zon, is concerned or interested in the above Resolution.

Your Directors recommend the above Resolution for your approval.

Item No. 8

Pursuant to the understanding with Heineken N.V., Mr. Henricus Petrus van Zon was appointed as a Director w.e.f. December 07, 2012 and also appointed as Chief Financial Officer (CFO) with effect from January 01, 2013, for period of Three Years up to December 31, 2015. Heineken N.V. has seconded the appointment of Mr. van Zon to hold the position of Director & CFO (in Executive capacity) in the Company and the salary, allowances, perquisites, amenities, facilities and benefits mentioned in the Resolution shall be paid by the Company.

Mr. van Zon, is an MSC in Business Economics and Post Graduate in Accountancy from Erasmus University, Rotterdam, Netherlands. He has also completed various Executive Development Programs from IMD-Lausanne, Switzerland and INSEAD-Fontainebleau, France. In 2007 he joined Brau Holding International GmbH and Co KGaA, a Joint Venture between Schorghuber UG and Heineken N.V. as Executive Director and CFO. During his tenure he has also been operationally responsible as the Chairman of the Management Board and CFO of Kulmbacher Brauerei AG.

Prior to this Mr. van Zon held several important portfolios in organisations like Grupa Zywiec, Heineken Espana, Heineken N.V., Vietnam Brewery Ltd., Commonwealth Brewery Ltd. and Heineken Netherlands BV. Mr. van Zon brings with him over 3 decades experience of a professional in finance and general management, possessing broad business skills and an understanding of diverse emerging markets.

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 spheres. Mr. van Zon is a Dutch National and a Non-Resident.

Approval of the Central Government and/or such other Statutory/Regulatory bodies as may be required is being sought in terms of applicable provisions. The above Resolution may be treated as an abstract of the terms required to be circulated under Section 302 of the Companies Act, 1956.

None of the Directors except Mr. van Zon, is concerned or interested in the above Resolution. Mr. van Zon's interest is to the extent of remuneration to be received by him from the Company.

Your Directors recommend the above Resolution for your approval.

Registered Office:

"UB TOWER", UB CITY,
 24, Vittal Mallya Road,
 Bangalore-560 001.
 Mumbai, May 30, 2013

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

DETAILS OF NEW DIRECTOR

PARTICULARS	MR. HENRICUS PETRUS VAN ZON
Qualifications	MSC in Business Economics and Post Graduate in Accountancy from Erasmus University, Rotterdam, Netherlands.
Expertise in specific functional area	Finance, Accounting and General Management.
Date of Appointment	07.12.2012
Date of Birth	01.03.1956
Directorships held in other companies in India	Nil
Membership in Committees	Nil

Brief Profile of the above Director also forms part of Corporate Governance Report. The above Director does not hold any equity shares in the Company. He is not related to any of the Directors of the Company.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

PARTICULARS	MR. CHHAGANLAL JAIN	MR. DUCO REINOUT HOOFT GRAAFLAND	MR. STEPHAN GERLICH
Qualifications	Chartered Accountant and Company Secretary	Business Administration & Chartered Accountant	Wirtschaftsassistent (Germany)
Expertise in specific functional area	Finance and Corporate Strategy	Long standing knowledge & experience in the beer business as well on areas of General Management, Marketing & Finance	Overall business Management & Operations in Healthcare, CropScience & MaterialScience
Date of Appointment	27.01.2003	07.12.2009	02.07.2010
Date of Birth	15.11.1933	24.09.1955	11.09.1958
Directorship held in other Companies in India	i. Asit C. Mehta Investment Intermediates Limited ii. SW Finance Co. Limited iii. RPG Life Sciences Limited iv. Practical Financial Services Private Limited v. NOCIL Limited vi. Pioneer Distilleries Limited	Nil	i. Bayer CropScience Limited ii. Bayer MaterialScience Private Limited iii. Bayer Zydus Pharma Private Limited iv. Magma HDI General Insurance Company Limited
Membership in Committees	Audit Committee i. NOCIL Limited (Chairman) ii. RPG Life Sciences Limited (Chairman)	Nil	Investors' Grievance Committee Bayer CropScience Limited

The above details do not include Committee Memberships not prescribed for the purpose of reckoning of limits in terms of Clause 49 of the Listing Agreement. Brief profile of the above Directors also forms part of Corporate Governance Report.

MEMBERS ARE ADVISED THAT NO GIFTS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING

Regd. Office : 'UB TOWER", UB CITY, 24, Vittal Mallya Road, BANGALORE - 560 001.

Attendance Slip

[illegible]

SIGNATURE OF THE ATTENDING MEMBER / PROXY

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. Shareholder/Proxyholder attending the Meeting should bring his copy of the **Annual Report** for reference at the Meeting.
3. To facilitate Members, registration of attendance will commence at **10.30 a.m. on September 12, 2013.**

Regd. Office : 'UB TOWER", UB CITY, 24, Vittal Mallya Road, BANGALORE - 560 001.

Proxy

I/We _____
of _____ in the district of _____ being
a Member / Members of the Company, hereby appoint _____
of _____ in the district of _____ or failing him/her
_____ of _____ in the district of _____
_____ as my/our Proxy to attend and vote for me/us and on my/our behalf
at the Fourteenth Annual General Meeting of the Company, **to be held on Thursday, September 12, 2013
at 11.30 a.m. at Good Shepherd Auditorium, Opp. St. Joseph's Pre-University College, Residency Road,
Bangalore - 560 025** and at any adjournment thereof.

Signed this _____ day of _____ 2013

Proxy No. : _____

Signature

Affix
Re. 1.00
Revenue
Stamp

The Proxy Form duly completed must be deposited at the Registered Office of the Company at “UB TOWER”, UB City, No. 24, Vittal Mallya Road, Bangalore - 560 001, not less than FORTY-EIGHT HOURS before the time for holding the aforesaid Meeting. 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.

Annual Report 2012 - 2013



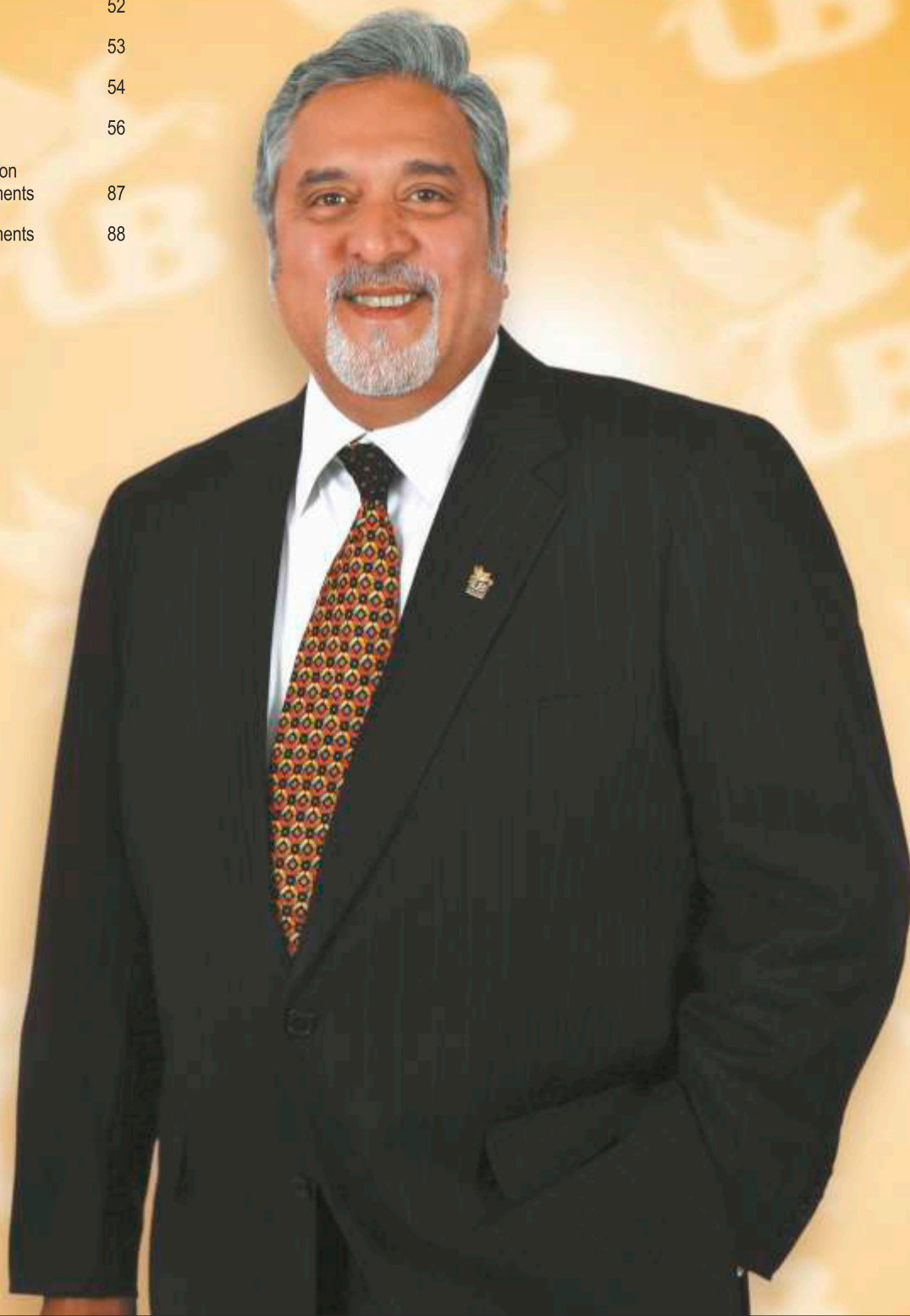
UNITED BREWERIES LIMITED

UNDISPUTED
LEADERSHIP



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Dr. Vijay Mallya
Chairman

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Chairman's Statement

Dear Fellow Shareholders,

I am pleased to share with you that our Company's sales touched about 139 million cases during FY 2013. Importantly both Kingfisher Red and Kingfisher Blue have now become 'Millionaire' brands. Kingfisher Strong's sales of 80 million cases have helped to propel our portfolio of Strong Beer brands to over 100 million cases.

Our Company has grown strongly in large and profitable markets such as Maharashtra, Andhra Pradesh, Karnataka and Rajasthan. However, capricious changes to the ordering pattern in the State of Tamil Nadu, on an unprecedented scale, distorted market shares in this large State and pulled down our overall growth in the year to 4.5%.

The change in the mix of product offerings and increased focus on profitable markets has helped our Company to increase its EBITDA by 18% compared to the previous year on a volume increase of under 5%. The PBT at Rs.2,655 million reflects an increase of 20% over the previous year.

This has been possible despite the general environment of cost push. High barley costs, restrictions on use of recycled bottles in certain markets, unplanned power breakdown in key States, requiring the use of more expensive self-generated power, have all contributed to a high cost regime for the industry. Our Company has been able to contain the impact on such adverse factors and report improved profitability through improved efficiencies, economies of scale and the strategic decision to shift to patented bottles. I am proud to say that our overall cost of production per unit has increased by less than ½ the rate of inflation. It is United Breweries' constant endeavour to reduce overall costs of production while continuing to offer the consumers the highest quality products.

The year has witnessed an increased penetration of the Heineken brand which now occupies 7% market share in the Super Premium Category. Heineken was launched in Haryana, Chandigarh, Pondicherry and Rajasthan during the period and further rollouts are planned in the coming financial year.

Branding, Innovation and Marketing are deeply ingrained in our Company's DNA. Consistent and successful brand building efforts have built Kingfisher to its current level of recognition and helped to grow market share year on year. The bulk of our Company's activities are centered around well-defined verticals such as Sports, Fashion, Music and Food.

- United Breweries' "Good Times Partnership" with seven of the IPL's teams has had a larger than life impact.
- Sponsorship of the Sahara Force India Formula 1 team reinforces Kingfisher's reputation as a world class brand with global visibility.
- Football receives its share of attention through United East Bengal Football Club in Kolkata as well as the global sponsorship of UEFA Cup by Heineken.
- Kingfisher continues its association as Water sponsor in various marathons in India, such as the Mumbai Marathon, the Delhi Half Marathon and the Bangalore 10 km.
- The annual Kingfisher Calendar is much awaited and sought after property leveraging the brand association with fashion.
- Fashion perceives a further fillip through the association of Kingfisher Ultra with flagship events such as the Wills India Fashion Week, Lakme Fashion Week, Delhi Couture Week and Men's Fashion Week, etc.

