

**NOTICE IS HEREBY GIVEN** of the Twenty-First Annual General Meeting of the Members of **UNITED BREWERIES LIMITED** ("the Company") to be held on Wednesday, August 26, 2020 at 12.30 p.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") for the following purposes:

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements of the Company (including audited consolidated Financial Statements) for the year ended March 31, 2020, 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. Christiaan August Josef Van Steenberghe (DIN 07972769), 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. Jan Cornelis van der Linden (DIN 08743047), who was appointed by the Board of Directors as an Additional Director of the Company with effect from June 01, 2020 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 an **ORDINARY RESOLUTION:**

**RESOLVED** that Mr. Rishi Pardal (DIN 02470061), who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 1, 2020 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 not liable to retire by rotation.

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

**RESOLVED** that in terms of provisions contained in Sections 196, 197 and 203, 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. Rishi Pardal's appointment as Managing Director of the Company effective from August 01, 2020, for a period of five years up to July 31, 2025, be and is hereby approved by the Members on the following terms and conditions:

1.	Basic Salary	Rs.24,75,000/- per month with such increases as may be determined by the Board of Directors of the Company from time to time as per the Rules of the Company.
2.	Personal Allowance	Rs.9,73,778/- per month with such increases as may be determined by the Board of Directors of the Company from time to time.
3.	Variable Pay	25% of agreed fixed pay per annum as per letter of appointment.
4.	Long Term Incentive Payment	33% of agreed cost to Company as per letter of appointment
5.	Perquisites	
i)	Housing	Company leased accomodation rental value of which will be calculated at 60% of Basic Salary or House Rent Allowance calculated at the same rate.
ii)	Flexible Compensation Package - I & II	Rs.2,53,325/- per month comprising of LTA, Car Lease rental value for two cars or Company provided leased cars, Lunch vouchers, House repairs/maintenance and painting.
iii)	Flexible Compensation Package - III	Rs.18,000/- per month towards Driver's salary or Company provided Driver in lieu thereof.
iv)	Medical reimbursement	Expenditure incurred by Mr. Rishi Pardal and his family at actuals.
v)	Club Fees	Subscription fees for two Clubs and reimbursement of expenses as per the Rules of the Company.
vi)	Insurance	Premium as per the Rules of the Company covered under Group Term Life Insurance/Group Medical Policy/Personal Accident Insurance/Employee Compensation Policy and such other Policies.
vii)	Assets/Home Appliances and Furniture Loan	Mr. Rishi Pardal is entitled to purchase home appliances or personal computer up to a maximum value of Rs.2,10,000/- and also entitled for one-time purchase/loan for furniture up to a maximum value of Rs.1,50,000/- as per the Rules of the Company.
viii)	Telephone/Internet expenses	Expenditure incurred on telephone calls and internet at his residence shall be reimbursed at actuals as per the Rules of the Company.
ix)	Gas/Water/Electricity/Fuel	Expenditure incurred on gas, water, electricity and fuel shall be reimbursed at actuals.
6.	Retiral Benefits	
i)	Provident Fund	Company's contribution to Provident Fund shall be as per the Rules of the Company and the Fund.
ii)	Superannuation Fund	Company's contribution to Superannuation Fund shall be as per the Rules of the Company and the Fund.
iii)	Gratuity	Payable in accordance with the Rules of the Company and the Fund.
Such other allowances, perquisites, amenities, facilities and benefits as per the Rules of the Company as applicable to the Managing Director and as may be permitted and approved by the Board of Directors to be paid to the Managing Director and shall be valued as per Income Tax Act & Rules, as amended from time to time.		

Further **RESOLVED** that the appointment of Mr. Rishi Pardal as Managing Director shall be subject to the approval of the Central Government, as may be required under Section 196 read with Schedule V of the Act, and his remuneration (including salary, personal allowance, performance evaluation payment, perquisites, benefits, amenities, and facilities) shall be subject to the provisions laid down in Sections 196 and 197 of the Act, and Rules framed thereunder and any other applicable Statutory provisions of the Act or any statutory modification or re-enactment thereof from time to time.

Further **RESOLVED** that in the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, personal allowance, performance evaluation payment, perquisites, benefits, amenities and facilities payable to Mr. Rishi Pardal shall be subject to the provisions prescribed under Section 197 read with Schedule V of the Act, and Rules framed thereunder and any other applicable Statutory provisions of the Act or any statutory modification or re-enactment thereof from time to time.

Further **RESOLVED** that, as a Managing Director, Mr. Rishi Pardal is entrusted with substantial powers of management of business and day to day operations which inter alia includes dealing with government and government corporations, appointing distributors, dealers, marketing and sponsorship agencies, dealing with private/public sector companies, develop intellectual property and procure registrations, enter into contracts, execute documents, agreements, writings and other negotiable, transferable instruments or securities, execute share/debenture certificates etc., affix common seal to any document, appoint agents, advisors, consultants, lawyers, counsels etc., recruit employees, organize training/development programs for employees, file representations, deal with associations, apply for memberships, undertake corporate social initiatives, form internal committees for operations, formulate policies, issue purchase orders, sign tender documents, enter into negotiations, make payments, apply for licences, permits, make applications, acquire or dispose of properties/assets, issue authorisation, powers of attorney, vakalatnama, to institute, prosecute, defend suits, writs etc. oppose, appear, appeal, compromise, refer to arbitration, abandon and enter execution in suits etc. in the ordinary course of business and perform all other functions as Managing Director and be responsible for the general conduct and management of the business and affairs of the Company subject to the superintendence, control and supervision of the Board of Directors of the Company.

Further **RESOLVED** that payment of a one-time sign-on amount of Rs.5,40,00,000/- as per the letter of appointment, actual travel cost from Hongkong to Bangalore emerging out of business exigencies arising out of COVID-19 pandemic, actual cost of institutional quarantine, and one time ex-gratia of Rs.30,00,000/- for stay of family in Hongkong made to Mr. Rishi Pardal be and are hereby ratified, as also, the actual relocation allowance and actual travel expenses for family be reimbursed/incurred by the Company.

During his tenure as a Managing Director, Mr. Rishi Pardal shall not be 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 the Company's Directors other than a Managing Director or Director(s) in the whole-time employment of the Company, be paid at the discretion of the Board of Directors based on the recommendation by the Nomination and Remuneration Committee, every year, a remuneration up to one percent of the net profits of the Company, in terms of the Companies Act, 2013 and

Rules framed thereunder including any statutory modifications or re-enactment thereof from time to time, which amount they may apportion among themselves in any manner they deem fit, in addition to sitting fees, if any, payable to each Director for every Meeting of the Board or Committees thereof attended by him/her and that this Resolution shall remain in force for a period of five years from the date of this Meeting.

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

**RESOLVED** that pursuant to applicable provisions of the Reserve Bank of India Act, 1934, Securities and Exchange Board of India Act, 1992, Foreign Exchange Management Act, 1999 (including Regulations framed thereunder, and any amendment, modification, variation or re-enactment thereof), Memorandum and Articles of Association of the Company and applicable provisions of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to borrow from time to time, by issuance of Commercial Paper on a private placement basis, with a view to augment its working capital requirement and business, an amount not exceeding Rs.1,500 crores (Rupees One thousand five hundred crores only) in one or more tranches and documents, from the date of passing of this Resolution, on such terms & conditions as the Board may deem fit and appropriate, and the said limit of Rs.1,500 crores (Rupees One thousand five hundred crores only) shall be within the overall borrowing limit already approved by the Members.

Further **RESOLVED** that for the purpose of giving effect to this Resolution, the Board (which term shall be deemed to include its committee thereof) be and is hereby authorised to do all acts, deeds, matters and things, and approve all deeds, documents, instruments and writings, and take all steps as it may in its sole and absolute discretion deem necessary in connection with the issue of Commercial Paper.

**Registered Office:**

"UB TOWER", UB CITY,  
#24, Vittal Mallya Road,  
Bengaluru-560 001.  
Bengaluru, July 08, 2020

By Order of the Board

**Govind Iyengar**

Senior Vice President – Legal &  
Company Secretary (ACS-8798)

## NOTES:

1. Pursuant to the General Circular numbers 14/2020, 17/2020 and 20/2020, issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold Annual General Meeting (AGM) through VC/OAVM, without the physical presence of Members at a common venue. In compliance with the Circulars, this AGM is being held through VC/OAVM and the Notice and the Annual Report 2019-20 are being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depository Participant(s). Members may also note that the Notice and the Annual Report 2019-20 will also be available on the Company’s website, [www.unitedbreweries.com](http://www.unitedbreweries.com) and website of the Central Depository Services (India) Limited (CDSL) viz., <https://www.evotingindia.com> and the websites of the Stock Exchanges i.e. BSE Limited, and National Stock Exchange of India Limited, at <https://www.bseindia.com> and <https://www.nseindia.com> respectively.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) relating to special business to be transacted at the AGM is annexed.
3. As per the Act, a Member is entitled to attend and vote at the AGM or 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. However, as this AGM is being conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. Corporate Members intending to send their authorised representative(s) to attend the AGM through VC/OAVM and vote there at through remote e-voting 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 or upload on the VC/OAVM portal/ e-voting portal.
6. Register of Members and the Share Transfer Books of the Company will remain closed from **Thursday, August 20, 2020 to Wednesday, August 26, 2020** (both days inclusive).
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 five years till conclusion of the AGM in 2022. 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, this Notice 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. Profile of Directors forms part of Corporate Governance Report. Details of Directors are also attached to this Notice, as required under the Listing Regulations.
9. 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, 2020, 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 19, 2020, 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, August 26, 2020, after giving effect to all valid Share transfers in physical form which are lodged with the Company on or before Wednesday, August 19, 2020.



10. Members are requested to address all correspondence to the Registrar and Transfer Agent, **Integrated Registry Management Services Private Limited** (hereinafter referred as 'the RTA'), Unit: United Breweries Limited, 30, Ramana Residency, 4<sup>th</sup> Cross, Sampige Road, Malleswaram, Bengaluru-560 003, Karnataka, with respect to queries on dividend, annual report etcetera and also update their current mobile number, and email-ID so that all notices and other statutory documents can be sent electronically, as a measure of "Green Initiative".

As per the guidelines dated April 20, 2018, issued by the SEBI, inter-alia for payment of dividend, etc., Members are requested to provide to the RTA, the following documents for payment of dividend to their correct bank account.

- Original cancelled cheque leaf bearing the name of the shareholder/s. Alternatively, a copy of passbook or statement of account duly attested by the Bank may be provided.
- Copy of PAN card duly attested by the Bank.

Dividend once approved by the Members in the ensuing AGM will be paid electronically through online transfer to those Members who have provided their bank account details. For Members who have not provided their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses through postal facility.

11. Members may note that the Income Tax Act, 1961 ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 01, 2020 shall be taxable in the hands of Members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents mentioned herein.

**For resident shareholders,** taxes shall be deducted at source under Section 194/206AA of the IT Act, as follows:

Shareholders having valid PAN	7.5% or as notified by the Government of India
Shareholders not having PAN/invalid PAN	20% or as notified by the Government of India

No tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during financial year 2020-2021 does not exceed Rs.5,000 and also in cases where Members provide Form 15G (applicable to an individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) / Form 15H (applicable to an Individual's age of 60 years or more with no tax liability on total income) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/NIL withholding tax. PAN is mandatory for shareholders providing Form 15G / 15H or any other document as mentioned above.

**For non-resident shareholders,** taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, Non-Resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, Non-Resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Income Tax authorities duly attested by the Member.
- Copy of Tax Residency Certificate (TRC) for financial year 2020-2021 obtained from the revenue authorities of the country of tax residence, duly attested by Member.

- Self-declaration in Form 10F.
- Self-declaration by the Member of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the Non-Resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the Member.

In case of Foreign Institutional Investors/ Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable to surcharge and cess).

The aforementioned documents are required to be uploaded on the shareholders portal at our Registrar and Transfer Agent website <https://www.integratedindia.in> during the period commencing from August 03, 2020 and ending on August 22, 2020. We request you to visit a weblink as provided by our RTA <https://www.integratedindia.in/ubl.aspx> for more instructions and information in this regard. No communication would be accepted from Members after August 22, 2020 regarding the tax withholding matters.

***In case the exemption forms are not received on or before August 22, 2020, tax will be deducted on the dividend amount, wherever applicable and no refund will be entertained by the Company.***

- Unclaimed Dividend for the financial year ended March 31, 2013, will be due for transfer to the Investor Education and Protection Fund (IEPF) on October 16, 2020 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 Agent 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 consecutive years shall also be transferred to the IEPF in terms of provisions of the Act and the Rules made thereunder.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM, through the e-voting portal URL: <https://www.evotingindia.com/>. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. August 26, 2020. Members seeking to inspect such documents can send an email to Company's Email-ID: [ublinvestor@ubmail.com](mailto:ublinvestor@ubmail.com).
- Effective April 01, 2019, transfer of Equity Shares of the Company held in physical form are not being 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/investorinfodividend/Guidance%20Note\\_Dematerialise%20Shares.pdf](http://unitedbreweries.com/pdf/investorinfodividend/Guidance%20Note_Dematerialise%20Shares.pdf)

15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. The form can be downloaded from the RTA website at <https://www.integratedindia.in>. Members are requested to submit these details to their Depository Participant (DP) in case the shares are held by them in electronic form, and to the RTA in case the shares are held in physical form.
16. Recorded transcript of this AGM will be made available on the website of the Company [www.unitedbreweries.com](http://www.unitedbreweries.com).

**17. Voting through electronic means**

- I. In Compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and the General Circular No.20/2020 issued by the MCA dated May 05, 2020, the Company has provided to its shareholders, the facility to exercise their right to vote in respect of businesses to be transacted at this AGM by electronic voting system provided by CDSL.
- II. Cut-off-Date for the purpose of ascertaining Members who are eligible to receive this Notice is Friday, July 24, 2020. The cut-off-date for the purpose of determining the eligibility to vote by electronic means and at the AGM is Wednesday, August 19, 2020 (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 Sunday, August 23, 2020 at 9.00 a.m. and ends on Tuesday, August 25, 2020 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on Cut-off-Date i.e. as on Wednesday, August 19, 2020 may cast their vote by remote e-voting. Thereafter remote e-voting module shall be disabled by CDSL 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:**

- (i) The Shareholders should log on to the e-voting website <https://www.evotingindia.com>.
- (ii) Click on "Shareholders" module.

Now enter your User ID:

- a. For CDSL: 16 Digits Beneficiary ID,
- b. For NSDL: 8 Characters DP ID followed by 8 Digits Client ID,
- c. Shareholders holding Shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/ EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login-Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on **e-voting option** and proceed directly to cast your vote electronically.



- (iii) Next enter the Image Verification as displayed and Click on **Login**.
- (iv) If you are holding shares in demat form and had logged on to <https://www.evotingindia.com> and voted on an earlier e-voting of any Company, then your existing password is to be used.
- (v) If you are a first-time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  (i) Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number. Please send a request to RTA's Email-ID: <a href="mailto:bglsta@integratedindia.in">bglsta@integratedindia.in</a> to get sequence number.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) as recorded in your demat account or in the Company records in order to login.  (i) If both the details are not recorded with the depository or Company please enter the Member-id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on **"SUBMIT"** tab:
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (ix) Click on the **EVS** number. A voting page will open containing Resolutions to be passed by Members of "United Breweries Limited" on which you may choose to vote.
- (x) On the voting page, you will see **"RESOLUTION DESCRIPTION"** and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
- (xii) After selecting the Resolution, you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"CANCEL"** and accordingly modify your vote.
- (xiii) Once you **"CONFIRM"** your vote on the Resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.

- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password by entering the details as prompted by the system.
- (xvi) Shareholders can also cast their vote using CDSL's mobile app "m-voting". The m-voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while remote voting on your mobile.

**V. Instructions for e-voting during the AGM are as under:**

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
3. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in this AGM through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting is available only to the shareholders attending this AGM.

**General Guidelines for e-voting**

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](mailto:pramod@bmpandco.com).
  2. It is strongly recommended that you do not 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 <https://www.evotingindia.com> to reset the password.
- VI. Persons who becomes a Member of the Company after the dispatch of Notice of 21<sup>st</sup> AGM and holding shares as of the Cut-off-Date, may refer to the notice available in Company's website [www.unitedbreweries.com](http://www.unitedbreweries.com) or in CDSL's e-voting website i.e. <https://www.evotingindia.com> under Notices/Results option and follow e-voting procedure mentioned in the notice. However, if the Member is already registered with CDSL for remote e-voting then the existing User ID and Password can be used for casting vote.
- VII. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- VIII. Members may participate in the AGM through VC/OAVM even after casting their votes through remote e-voting but shall not be allowed to cast vote again at the AGM. The facility for e-voting shall also be made available at the AGM and Members attending the AGM through VC/OAVM and who have not cast their vote on the Resolutions through remote e-voting shall be able to exercise their right to vote through e-voting system at the AGM.
- IX. The voting rights of shareholders shall be in proportion to the number of Shares held in the paid-up Equity Share Capital of the Company as on the Cut-off Date i.e. Wednesday, August 19, 2020.