

UNITED BREWERIES LIMITED

Proceedings of the Sixteenth Annual General Meeting held at LEVEL 1, UB TOWER, UB CITY, NO. 24, VITTAL MALLYA ROAD, BANGALORE - 560 001 on Tuesday, September 22, 2015 at 11.00 a.m.

Present:

Dr. Vijay Mallya	Chairman
Mr. Shekhar Ramamurthy	Managing Director
Mr. Henricus Petrus van Zon	Director & CFO
Mr. A K Ravi Nedungadi	Director
Mr. Sijbe Hiemstra	Director
Mr. Frans Erik Eusman	Director
Mr. Chugh Yoginder Pal	Director
Mr. Chhaganlal Jain	Director
Mr. Sunil Alagh	Director
Mr. Govind Iyengar	Company Secretary

United Breweries (Holdings) Limited) By their Authorized Representative,
Devi Investments Private Limited) Dr. Vijay Mallya
Gold Reef Investments Private Limited)
UB Overseas Limited)

Kamsco Industries Private Limited) By their Authorized Representative,
Pharma Trading Company Private Limited) Mr. Anil Pisharody
The Gem Investment & Trading Company)
Private Limited)
Mallya Private Limited)
Vittal Investments Private Limited)

McDowell Holdings Limited) By its Authorized Representative,
Mr. Manoj Kumar

Scottish & Newcastle India Limited) By their Authorized Representative,
Heineken International B.V.) Mr. Henricus Petrus van Zon
Heineken UK Limited)

210 Members present in person.

1 Through Proxy representing 2641459 Equity Shares.

The Statutory Registers as per the requirement of the Companies Act, 2013, Auditors Report, Secretarial Audit Report and documents referred to in the Notice convening Annual General Meeting. } Placed at the Meeting

Pursuant to Article 91 of the Articles of Association of the Company, Dr. Vijay Mallya took the Chair and, as the requisite quorum as per Section 103 of the Companies Act, 2013, was present, called the Meeting to order.

The Chairman requested the Members to take as read the Notice convening the Meeting.

The Chairman informed the Members that:

- as per Section 145 of the Companies Act, 2013, only those qualifications, observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Company and mentioned in the Auditor's Report are required to be read out in the Annual General Meeting.
- as per Secretarial Standards, the qualifications, observations or comments or other remarks, if any, mentioned in the Secretarial Audit Report are required to be read out in the Annual General Meeting.

Since there are no such qualifications, observations or comments in the Auditor's Report, the same is not being directed to be read by the Company Secretary. The Chairman informed that if a cross section of members present desire the Auditor's Report to be read, he would direct the Company Secretary to read the Report.

As per Section 107 read with Section 108 of the Companies Act, 2013 and also under Clause 35B of the Listing Agreement, **there is no requirement of passing of Resolutions by show of hands at the Annual General Meeting.** The Company has provided e-voting facility to the Members to cast their votes electronically, as required.

Further, as per Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (the Rules) and Secretarial Standards, the Company has arranged for voting through ballot at this Annual General Meeting in respect of all business mentioned in the Notice. **The facility of voting by poll (ballot) at**

this Annual General Meeting is available only to members who have not cast their votes by e-voting.

Mr. Chugh Yoginder Pal, Chairman of the Audit Committee and Stakeholders Relationship Committee, Mr. Sunil Alagh, Chairman of Nomination and Remuneration Committee, Statutory Auditors and the Secretarial Auditor are present in person. Due to prior engagement, Ms. Kiran Mazumdar Shaw, Mr. Madhav Bhatkuly and Mr. Stephan Gerlich, Directors could not be present at the Meeting.

As per Secretarial Standards-2 (Para 7.1) which have been made compulsory effective July 1, 2015, each of the Resolution has to be Proposed by a Member and Seconded by another Member.

The Chairman then delivered his Statement for the year under review and reviewed the operations of the Company.

The Chairman before ordering poll sought the views of the Floor.

Queries with respect to Standalone and Consolidated Balance Sheet, Redemption of Cumulative Redeemable Preference Shares, Short term borrowings, Trade payables, Corporate Social Responsibility, Change in Shareholdings, etc. were raised by the following Members and the same were addressed by the Chairman:

Mr. Sadananda Sastry;
Mr. D Prabhu D'Costa;
Mr. S Ramamurthy;
Mrs. Nirmala Lingappaji;
Mr. K C Bhat;
Mr. D R Prakash;
Mrs. May Rose Steele;
Dr. Ashok;

Before the Poll, the Resolutions were taken up ad-seriatim for being proposed and seconded by Members as required under the Secretarial Standards.

ITEM NO.1: ADOPTION OF ACCOUNTS AND REPORTS OF AUDITORS AND DIRECTORS (ORDINARY RESOLUTION).

It was moved from the Chair that the Accounts for the year ended March 31, 2015, and the Reports of the Auditors and Directors thereon, be adopted.

RESOLVED that the Audited Balance Sheet as at March 31, 2015 together with the Statement of Profit and Loss for the year ended as on that date and the Reports of the Directors and Auditors thereon be and are hereby adopted.

The Resolution was seconded by Mr. D R Prakash

ITEM NO.2: DECLARATION OF DIVIDEND (ORDINARY RESOLUTION).

The following Resolution was proposed as an Ordinary Resolution by Mr. Saravanan and seconded by Mr. Lakshmikantha.

RESOLVED that a DIVIDEND for the financial year ended March 31, 2015 at the rate of 100% i.e. Re 1/- for each Equity Share of Re 1/-, as recommended by the Directors, be paid to:

- a. those Members whose names appear as beneficial owners as at the close of business hours on September 15, 2015 as per the list furnished by Depositories in respect of the Equity Shares held in electronic form, and
- b. those Members whose names appear in the Register of Members of the Company as on September 22, 2015 after giving effect to all valid Share Transfers lodged with the Company on or before September 15, 2015 in respect of the Equity Shares held in physical form.

Item No.3 of the Agenda dealt with the subject in which the Chairman, Dr. Vijay Mallya, was interested and therefore, at his request, Mr. C Y Pal, Director took the Chair and introduced Item No.3 of the Agenda for being Proposed and Seconded.

ITEM NO.3: RE-APPOINTMENT OF DR. VIJAY MALLYA AS DIRECTOR. (ORDINARY RESOLUTION).

The following Resolution was proposed as an Ordinary Resolution by Mr. D R Prakash and seconded by Mrs. Nirmala Lingappaji.

RESOLVED that Dr. Vijay Mallya, who retires from the Board by rotation, be and is hereby re-appointed a Director of the Company.

Mr. C Y Pal, Director then handed over the Chair to Dr. Vijay Mallya to continue the Proceedings.

ITEM NO.4: APPOINTMENT OF AUDITORS (ORDINARY RESOLUTION).

The following Resolution was proposed as an Ordinary Resolution by Mr. S Ramamurthy and seconded by Mr. D Prabhu.

RESOLVED that pursuant to the provisions of Section 139 of the Companies Act, 2013 (the "Act"), the Companies (Audit and Auditors) Rules, 2014, and such other applicable provisions, if any, of the Act and the Rules framed thereunder, the Company hereby ratifies the appointment of Messrs S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and that their remuneration be fixed by the Board of Directors of the Company.

ITEM NO.5: APPOINTMENT OF MR. SIJBE HIEMSTRA AS DIRECTOR (ORDINARY RESOLUTION).

The following Resolution was proposed as an Ordinary Resolution by Mrs. May Rose Steele and seconded by Mrs. Nirmala Lingappaji.

RESOLVED that Mr. Sijbe Hiemstra (DIN 00442940), who in terms of Section 161 of the Companies Act, 2013 (the "Act"), holds office till the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member under Section 160 of the Act, be and is hereby appointed as a Director of the Company liable to retire by rotation.

ITEM NO.6: APPOINTMENT OF MR. FRANS ERIK EUSMAN AS DIRECTOR (ORDINARY RESOLUTION).

The following Resolution was proposed as an Ordinary Resolution by Mr. Saravanan and seconded by Mr. Ramanujam S

RESOLVED that Mr. Frans Erik Eusman (DIN 07242083), who in terms of Section 161 of the Companies Act, 2013 (the "Act"), holds office till the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member under Section 160 of the Act, be and is hereby appointed as a Director of the Company liable to retire by rotation.

ITEM NO.7: APPOINTMENT OF MR. SHEKHAR RAMAMURTHY AS DIRECTOR (ORDINARY RESOLUTION).

The following Resolution was proposed as an Ordinary Resolution by Mr. Ramamurthy and seconded by Mr. Chandrashekhar M

RESOLVED that Mr. Shekhar Ramamurthy (DIN 00504801) who in terms of Section 161 of the Companies Act, 2013 (the “Act”), holds office till the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member under Section 160 of the Act, be and is hereby appointed as a Director of the Company not liable to retire by rotation.

ITEM NO.8: APPOINTMENT OF MR. SHEKHAR RAMAMURTHY AS MANAGING DIRECTOR (ORDINARY RESOLUTION).

The following Resolution was proposed as an Ordinary Resolution by Mr. Ravindranath and seconded by Mr. Anil Kumar.

RESOLVED that in terms of provisions contained in Sections 196, 197 and the provisions of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), or any other statutory modification or re-enactment thereof, Mr. Shekhar Ramamurthy’s appointment as Managing Director of the Company effective from August 01, 2015, for a period of Five Years up to July 31, 2020, be and is hereby approved by the members on the following terms and conditions:

1.	Basic Salary	Rs.16,53,600/- 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.8,26,800/- per month being 50% of Basic Salary with such increases as may be determined by the Board of Directors of the Company from time to time.
3.	Personal Allowance	Rs.6,07,300/- per month with such increases as may be determined by the Board of Directors of the Company from time to time.
4.	Performance	Of such percentage of Basic Salary plus Special

	Evaluation Payment	Allowance per annum based on performance.
5.	Performance Incentive Payment	As per the Rules of the Company in terms of his entitlement.
6.	Long Term Incentive Payment	As per the Rules of the Company in terms of his entitlement.
7.	Perquisites	
i)	Housing	House Rent Allowance (HRA) at the rate of 50 percent of Basic Salary. As per the Rules of the Company Mr. Shekhar Ramamurthy is entitled for Company leased furnished/unfurnished residential accommodation in lieu of HRA.
ii)	Flexi Compensation Package - I & II	Rs.2,53,325/- per month comprising of LTA, Soft Furnishing Allowance, Interest Subsidy, cost of Mobile Instrument, Car Lease rental value for two cars or Company provided leased cars, Lunch vouchers, House repairs/maintenance and painting.
iii)	Flexi 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. Shekhar Ramamurthy and his family at actuals.
v)	Club Fees	Subscription fees of two Clubs and reimbursement of expenses as per the Policy of the Company.
vi)	Insurance	Premium as per the Rules of the Company covered under Group Term Life Insurance/ Group Medical Policy and Personal Accident Insurance.
vii)	Assets/Home Appliances and Furniture Loan	Mr. Shekhar Ramamurthy is entitled to purchase home appliances or personal computer upto a maximum value of Rs.2,10,000/- and also entitled for one-time purchase/loan for furniture upto a maximum value of Rs.1,50,000/- in terms of the Rules of the Company.
viii)	Telephone/Internet expenses	Expenditure incurred on telephone calls and internet at his residence shall be reimbursed at actuals.
ix)	Gas / Water / Electricity / Fuel	Expenditure incurred on gas, water, electricity and fuel shall be reimbursed at actuals.
8.	Retiral Benefits	
i)	Provident Fund	Company's contribution to Provident Fund shall be

		as per the Rules of the Company.
ii)	Superannuation Fund	Company's contribution to Superannuation Fund shall be as per the Rules of the Company.
iii)	Gratuity	Payable in accordance with the Rules of the approved Fund of the Company as applicable.
	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 remuneration payable to Mr. Shekhar Ramamurthy (including salary, special allowance, performance evaluation payment, perquisites, benefits, amenities and facilities) shall be subject to the provisions laid down in Section 197 read with Schedule V of the Act or any other Statutory provisions, modification or re-enactment thereof.

Further **RESOLVED** that in the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, special allowance, performance evaluation payment, perquisites, benefits, amenities and facilities payable to Mr. Shekhar Ramamurthy 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 provisions of the Act or any Statutory modification or re-enactment thereof.

Further **RESOLVED** that, as a Managing Director, Mr. Shekhar Ramamurthy 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 licenses, permits, make applications, acquire or dispose off 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.

During his tenure as Managing Director, Mr. Shekhar Ramamurthy shall not be liable to retire by rotation.

The Chairman then put all the above Resolutions to vote through ballot process.

The Chairman appointed Mrs. Mangala Rohith, Company Secretary in Practice, Membership Number ACS 20315 CP 7438 as Scrutinizer for the poll Process who was also appointed as Scrutinizer for remote e-voting. As per the Rules, the Scrutinizer shall submit her combined report on remote e-voting and poll within 48 hours of conclusion of the Annual General Meeting. The Chairman authorised Mr. Shekhar Ramamurthy, Managing Director and Mr. Govind Iyengar, Senior Vice President - Legal & Company Secretary to receive the Scrutinizer Report and the records of remote e-voting / voting at this Annual General Meeting and counter sign the results on his behalf.

He directed that voting sheets be distributed to the Members present in person or by proxy. He also directed that the voting sheets duly completed and signed, be deposited in the Ballot Box placed near the Dais, by **12.15 p.m.** The poll commenced at **11.45 a.m.** and concluded at **12.15 p.m.**

He also stated that, results of e-voting and poll will be announced on receipt of the scrutinizer's report and will be placed on the Company's website and sent to the stock exchanges within the prescribed time as per Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and Clause 35A of the Listing Agreement by the Company Secretary who is authorised in this regard.

The result of the e-voting and poll in respect of Item Nos. 1 to 8 of the Notice shall form part of the proceedings- Annexure -1.

The Chairman then thanked the Members for their participation and announced formal closure of the 16th Annual General Meeting of the Company at **12.20 p.m.**

Date of Entry- 19.10.2015

Chairman

Date:

Place:

Annexure forming part of the Proceedings of Annual General Meeting held on September 22, 2015
Results of the Electronic Voting and Poll declared on September 23, 2015 pertaining to the Ordinary and Special Businesses transacted at the Annual General Meeting of the Company held on Tuesday, September 22, 2015.

On the basis of the Scrutinizer's Report dated September 23, 2015 on remote e-voting and poll conducted at the Annual General Meeting held on September 22, 2015, (summary of which is mentioned hereunder), the Company Secretary (authorized by the Chairman to announce the results) of the Company announced the results of voting that all the Resolutions for the Ordinary and Special business as set out in Item Nos. 1 to 8 in the Notice of the 16th Annual General Meeting of the Company have been duly passed by the requisite majority.

Resolution Nos.	Particulars of Votes cast						Results Declared		
	Remote e-voting		Poll		Voting Results				
	Nos. (A)	%	Nos. (B)	%	Nos. (A)+(B)	%			
Ordinary Business									
1	Adoption of Accounts and reports of Auditors and Directors	Votes cast in favour	39260955	100.00	176608377	100.00	215869332	100.00	Passed with requisite majority
		Votes cast against	8	0.00	10	0.00	18	0.00	
		Invalid votes	0	0.00	0	0.00	0	0.00	
2	Declaration of Dividend @ Re.1.00 per Equity Share (100%)	Votes cast in favour	40775217	100.00	176608297	100.00	217383514	100.00	Passed with requisite majority
		Votes cast against	8	0.00	10	0.00	18	0.00	
		Invalid votes	0	0.00	80	0.00	80	0.00	
3	Re-appointment of Dr. Vijay Mallya as Director, liable to retire by rotation.	Votes cast in favour	36770150	94.75	176608377	100.00	213378527	99.05	Passed with requisite majority
		Votes cast against	2036938	5.25	10	0.00	2036948	0.95	
		Invalid votes	0	0.00	0	0.00	0	0.00	

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4	Appointment of Auditors and fixing their remuneration.	Votes cast in favour	40685717	99.78	176608356	100.00	217294073	99.96	Passed with requisite majority
		Votes cast against	89505	0.22	31	0.00	89536	0.04	
		Invalid votes	0	0.00	0	0.00	0	0.00	
Special Business									
5	Appointment of Mr. Sijbe Hiemstra as Director, liable to retire by rotation.	Votes cast in favour	40399536	99.08	176607337	100.00	217006873	99.83	Passed with requisite majority
		Votes cast against	373689	0.92	970	0.00	374659	0.17	
		Invalid votes	0	0.00	80	0.00	80	0.00	
6	Appointment of Mr. Frans Erik Eusman as Director, liable to retire by rotation.	Votes cast in favour	40112339	98.37	176607937	100.00	216720276	99.69	Passed with requisite majority
		Votes cast against	662884	1.63	370	0.00	663254	0.31	
		Invalid votes	0	0.00	80	0.00	80	0.00	
7	Appointment of Mr. Shekhar Ramamurthy as Director, not liable to retire by rotation.	Votes cast in favour	40426203	99.14	176608307	100.00	217034510	100.00	Passed with requisite majority
		Votes cast against	349022	0.86	80	0.00	349102	0.16	
		Invalid votes	0	0.00	0	0.00	0	0.00	
8	Appointment of Mr. Shekhar Ramamurthy as Managing Director for a term of five years.	Votes cast in favour	40259954	98.95	176607307	100.00	216867261	99.80	Passed with requisite majority
		Votes cast against	425776	1.05	1080	0.00	426856	0.20	
		Invalid votes	0	0.00	0	0.00	0	0.00	

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The Resolutions for the Ordinary and Special businesses as set out in Item Nos.1 to 8 in the Notice of the 16th Annual General Meeting, duly approved by the Members with requisite majority, are recorded herein as part of the proceedings of the 16th Annual General Meeting of the Members held on September 22, 2015.

Date of Entry- 19.10.2015

CHAIRMAN

Date:

Place: