



UNITED BREWERIES LIMITED

**November 15, 2023**

1. Department of Corporate Services  
BSE Limited,  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai – 400 001,  
**Stock Code: 532478**

2. Department of Corporate Services  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East),  
Mumbai – 400 051,  
**Stock Code: UBL**

Ref: **ISIN: INE686F01025-United Breweries Limited**

Sub: **Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')- Notice of Postal Ballot**

Dear Sirs/Madam,

This is further to our intimation dated September 07, 2023 and November 09, 2023, please find enclosed herewith a copy of the Notice of Postal Ballot dated September 07, 2023 together with the explanatory statement thereto, seeking consent of the members of United Breweries Limited ('the Company'), on the following items of Special business:

1.	Date of Notice/call letters/resolutions etc.	September 07, 2023
<b>2.</b>	<b><u>Brief details of Agenda proposed to be taken up</u></b>	<b><u>Resolutions to be passed</u></b>
2.1.	Appointment of Mr. Vivek Gupta (DIN 10311134) as a Director	Ordinary
2.2.	Appointment of Mr. Vivek Gupta (DIN 10311134) as Managing Director and Chief Executive Officer of the Company	Ordinary

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Notice of Postal Ballot is being sent by electronic mode only to those Members whose names appear in the Register of Members/List of Beneficial Owner and whose e-mail addresses are registered with the Registrar and Share Transfer Agent (RTA) of the Company, and the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited (CDSL) as on the cut-off date i.e., Friday November 10, 2023.

The Company has engaged the services of CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-Voting on the resolution set out in the Notice of Postal Ballot shall commence from Thursday, November 16, 2023 at 09:00 a.m. (IST) and shall end on Friday, December 15, 2023 at 05:00 p.m. (IST).

The Notice of Postal Ballot is also being uploaded on the Company's website at [www.unitedbreweries.com](http://www.unitedbreweries.com) and on the RTA's. The results of the Postal Ballot will be uploaded on the Stock Exchanges within two (2) working days from the conclusion of Postal Ballot and will also be placed on the Company's website at [www.unitedbreweries.com](http://www.unitedbreweries.com) and on the RTAs in terms of Regulation 30 of the SEBI Listing Regulations.

You are requested to kindly take the above information on record.

Thanking You,  
For UNITED BREWERIES LIMITED

**Amit Khera**  
Digitally signed by Amit  
Khera  
Date: 2023.11.15 11:05:33  
+05'30'

AMIT KHERA  
*Company Secretary and Compliance Officer*  
Membership No.: ACS-10827  
Encl: As above

### Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended.]

VOTING STARTS ON	VOTING ENDS ON
Thursday, November 16, 2023, at 09.00 a.m. (IST)	Friday, December 15, 2023, at 05.00 p.m. (IST)

Dear Members,

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, to transact the special business as set out hereunder by passing Ordinary Resolutions, by way of Postal Ballot only by voting through electronic voting means ('remote e-voting').

Pursuant to Section 102, Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof are annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

The Company sends this Notice only in electronic form, to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent/ Depositories. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system. The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Ministry of Corporate Affairs (MCA) Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company [www.unitedbreweries.com](http://www.unitedbreweries.com).

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Friday, December 15, 2023. The remote e-voting facility will be disabled by CDSL immediately thereafter.

**SPECIAL BUSINESS:**
**1. Appointment of Mr. Vivek Gupta (DIN: 10311134) as a Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** Mr. Vivek Gupta (DIN 10311134), who was appointed by the Board of Directors as an Additional Director of the Company with effect from September 25, 2023 pursuant to Section 161 of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company 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.

**2. Appointment of Mr. Vivek Gupta (DIN: 10311134), as Managing Director & Chief Executive Officer of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** in terms of provisions contained in Sections 196, 197, 198 and 203, the provisions of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in terms of Regulation 17 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any other statutory modification or re-enactment thereof, Mr. Vivek Gupta's appointment as Managing Director and Chief Executive Officer of the Company with effect from September 25, 2023, for a period of five years up to September 24, 2028, be and is hereby approved by the Members on the following terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors:

1.	Basic Salary	₹ 18,52,087.75/- 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	₹ 22,02,211.71/- per month with such increases as may be determined by the Board of Directors of the Company from time to time.
3.	Variable Pay	50 % of agreed fixed pay per annum as per letter of appointment.
4.	Long Term Incentive Payment	50 % of agreed cost to Company as per letter of appointment
5.	Perquisites	
i)	Housing	₹ 9,26,043.88/- per month House Rent Allowance calculated at the same rate.
ii)	Flexible Compensation Package - I & II	₹ 22,02,212/- per month comprising of LTA, Car Lease rental value for up to for two cars, Lunch vouchers, driver salary, medical bills, etc.
iii)	Medical reimbursement	Expenditure incurred by Mr. Vivek Gupta and his family at actuals.
iv)	Club Fees	Subscription fees for two Clubs and reimbursement of expenses as per the Rules of the Company.
v)	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.
vi)	Assets / Home Appliances	Mr. Vivek Gupta is entitled to purchase home appliances or personal computers up to a maximum value of ₹ 2,50,000/- as per the Rules of the Company.

vii)	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.
viii)	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 Chief Executive Officer and as may be permitted and approved by the Board of Directors to be paid to the Managing Director and Chief Executive Officer and shall be valued as per Income Tax Act & Rules, as amended from time to time.		

**RESOLVED FURTHER THAT** the annual remuneration payable to Mr. Vivek Gupta shall not exceed ₹ 12.33 Crores as under:

Component	Proposed CTC PM ₹	Proposed CTC PA ₹
Basic	18,52,087.75	2,22,25,053
Allowances	22,02,211.71	2,64,26,541
HRA	9,26,043.88	1,11,12,527
<b>A) Fixed pay w/o retirals</b>	<b>49,80,343.34</b>	<b>5,97,64,120</b>
<b>Retirals</b>		
Employer PF contribution	2,22,250.53	26,67,006
Gratuity	89,085.42	10,69,025
<b>B) Retirals</b>	<b>3,11,335.95</b>	<b>37,36,031</b>
<b>Total Fixed Pay with retirals</b>	<b>52,91,679.29</b>	<b>6,35,00,152</b>
Annual Short Term Incentive Plan (STI) @50%	24,90,202.02	2,98,82,424
<b>CTC without LTI</b>	<b>77,81,881.31</b>	<b>9,33,82,576</b>
Annual Long Term Incentive Plan (LTI) @50%	24,90,202.02	2,98,82,424
<b>CTC with LTI</b>	<b>1,02,72,083.33</b>	<b>12,32,65,000</b>

**RESOLVED FURTHER THAT** Mr. Vivek Gupta shall also be paid one time pay-out a) ₹ 2.5 Crores of Joining Bonus with the first month salary with a prorated claw back in 12 months, b) 5000 Heineken N.V. share with a vesting schedule and terms as per the grant agreement, and c) STI for the period January to September 2023, will be paid at target performance in April 2024 along with the STI for the prorated period at UBL from September to December 2023.

**RESOLVED FURTHER 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. Vivek Gupta 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.



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**RESOLVED FURTHER THAT** as a Managing Director and Chief Executive Officer, Mr. Vivek Gupta is entrusted with substantial powers of management of business and day to day operations which inter alia includes dealing with central and state governments 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 Chief Executive Officer 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.

**RESOLVED FURTHER THAT** the Board (which will include its committee thereof) be and is hereby authorized to vary and / or revise the remuneration of Mr. Vivek Gupta within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.

During his tenure as 'Managing Director and Chief Executive Officer', Mr. Vivek Gupta shall not be liable to retire by rotation.

By Order of the Board of Directors  
For **United Breweries Limited**

**Registered Office:**

"UB TOWER", UB CITY,  
#24, Vittal Mallya Road  
Bengaluru – 560 001  
Bengaluru, September 07, 2023

**Amit Khera**  
**Company Secretary & Compliance Officer**  
Membership No.: ACS-10827

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**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standard-2 on General Meetings (SS-2), each as amended issued by the Institute of Company Secretaries of India setting out material facts in respect of the special business to be transacted is annexed.
2. The vote in this Postal Ballot cannot be exercised through proxy.
3. 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 Postal Ballot 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 conclusion of the Postal Ballot i.e., Friday, December 15, 2023. Members seeking to inspect such documents can send an Email to Company's Email-ID: [ubinvestor@ubmail.com](mailto:ubinvestor@ubmail.com).

4. Members may download the Notice from the website of the Company at [www.unitedbreweries.com](http://www.unitedbreweries.com) or from the website of CDSL at <https://www.evotingindia.com>. A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).

5. **Voting through Electronic means:**

I. In Compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations, SS-2 and the Circulars issued by the MCA, the Company has provided to its shareholders, the facility to exercise their right to vote in respect of businesses to be transacted at this Postal Ballot by electronic voting system provided by CDSL.

II. Cut-off-Date for the purpose of ascertaining Members who are eligible to receive this Notice and for the purpose of determining the eligibility to vote by electronic means is Friday, November 10, 2023 (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. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.

**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 Thursday, November 16, 2023, at 09.00 a.m. and ends on Friday, December 15, 2023, at 05.00 p.m. During this period, Members of the Company, holding Shares either in physical form or in dematerialised form, as on Cut-off-Date i.e., Friday, November 10, 2023, 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 Member will not be allowed to change it subsequently or cast the vote again.

IV. In order to increase the efficiency of the voting process, SEBI has decided to enable e-voting to all the demat account holders (including public non-institutional Shareholders / retail Shareholders) by way of a single login credentials, through their Demat accounts or websites of Depositories / Depository Participants (DPs). Demat account holders shall be able to cast their vote without having to register again with the e-voting service providers.

V. **Information and instructions to individual Shareholders holding Shares in Demat mode: (Remote e-voting).**

	<b>Login method</b>
Individuals holding shares through Depository – CDSL	<p>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. The option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting vote during the remote e-voting period. Additionally, there are links provided to access the system of all e-voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers’ website directly.</p>



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	<p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> you may also visit <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</p>
<p>Individuals holding shares through Depository – NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IdeAS Portal” or click on: <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the URL _ either on a Personal Computer or on a mobile. Once the home page for e-voting is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code is shown on the screen. After successful authentication, you will be redirected to NSDL site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>
<p>Individuals Login through their respective Depository Participant</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>

Note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option, available at above mentioned website.

**VI. Instructions to corporate, institutional investors, custodians and shareholders holding shares in physical mode: (Remote e-voting)**

- (i) The Shareholders should login to the e-voting website <https://www.evotingindia.com>
- (ii) Click on “Shareholders” module.
- (iii) 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.
- (iv) Enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat mode and had logged in to <https://www.evotingindia.com> and voted on an earlier e-voting of any Company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:

PAN	<ul style="list-style-type: none"> <li>(i) Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</li> <li>(ii) 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:bg1sta@integratedindia.in">bg1sta@integratedindia.in</a> to get sequence number.</li> </ul>
Dividend Bank details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>(i) 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.</li> <li>(ii) 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.</li> </ul>

- (vii) After entering these details appropriately, click on “**SUBMIT**” tab:
- (viii) Shareholders holding shares in demat mode will 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.
- (ix) Shareholders holding shares in physical mode will directly reach the Company selection screen. The details can be used only for e-voting on the Resolutions contained in this Notice.
- (x) 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.





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- (xi) 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.
- (xii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the Resolutions.
- (xiii) After selecting the Resolutions, if you have decided to vote, click **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click **“OK”**, else to change your vote, click **“CANCEL”** and accordingly modify your vote.
- (xiv) Once you **“CONFIRM”** your vote on the Resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on **“CLICK HERE TO PRINT”** option on the voting page.
- (xvi) 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.
- (xvii) **Alternate method of Remote e-voting – corporates, institutional investors, and custodians**
  - a) Non-Individual shareholders viz., corporates, institutional investors and custodians may also login to <https://www.evotingindia.com> and register themselves in the “Corporates” module.
  - b) A scanned copy of the Registration Form bearing stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - d) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - f) Alternatively, Non-Individual shareholders are required to send scanned copy (in PDF/JPG format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer by E-mail to [pramod@bmpandco.com](mailto:pramod@bmpandco.com) and to the Company at the E-mail address [ubinvestor@ubmail.com](mailto:ubinvestor@ubmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## GENERAL

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.

- VII. Person(s) who becomes a Member(s) of the Company after the dispatch of Notice 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.
- VIII. 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).
- IX. The Board of Directors has appointed Mr. Pramod S M, Company Secretary in Practice, Partner BMP & Co., LLP (Membership No. FCS7834, CP13784), as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
- X. The Scrutinizer shall immediately after the conclusion of Postal Ballot unblock the votes cast through remote e-voting, 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 Postal Ballot, a Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The results declared along with the report of the Scrutinizer will be placed on the website of the Company viz., [www.unitedbreweries.com](http://www.unitedbreweries.com) and on the website of CDSL immediately after the results are declared by the Chairman of the Company or a person authorized by him and will be simultaneously communicated to the stock exchanges on which the securities of the Company are listed.
- XII. 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 <https://www.evotingindia.com> or send a request through E-mail to: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Shareholders may also contact (i) Mr. Rakesh Dalvi, Senior Manager of CDSL on Tel. No.:022-2305 8542 or (ii) Mr. Vijayagopal of Integrated Registry Management Services Private Limited, Tel. Nos.: 080-2346 0815 to 080-2346 0818 and at the designated Email-ID: [bglsta@integratedindia.in](mailto:bglsta@integratedindia.in) or (iii) Mr. Santosh Rajput, an official of the Company on E-mail-ID: [ublinvestor@ubmail.com](mailto:ublinvestor@ubmail.com) for any grievances connected with voting by electronic means.
- XIII. Disclosures contained in this Notice and the Explanatory Statement are made in compliance with Regulation 36(3) of the Listing Regulations and SS-2.
- XIV. The resolution(s), if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for e-voting i.e., Friday, December 15, 2023.

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013****Item Nos. 1 and 2**

Mr. Vivek Gupta (DIN 10311134) has been appointed as an Additional Director of the Company effective September 25, 2023, pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) based on the recommendation by the Nomination and Remuneration Committee. A notice in writing under Section 160 of the Act has been received by the Company from a Member signifying his intention to propose the appointment of Mr. Vivek Gupta as a Director of the Company.

Mr. Vivek Gupta has been appointed as a Managing Director & Chief Executive Officer for a period of five years from September 25, 2023, by the Board of Directors of your Company, based on the recommendation by the Nomination and Remuneration Committee, at its Meeting held on September 07, 2023, subject to the approval of Members.

In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, it would be necessary to obtain approval of the shareholders on or before December 24, 2023, in terms of the provisions of the Listing Regulations, it is proposed to obtain approval of the shareholders for his appointment by way of Postal Ballot.

At 47 years old, Mr. Vivek is an engineering graduate with a Master’s in business management from IIM, Ahmedabad.

Mr. Vivek is a unique executive with homegrown India and global commercial and leadership experience. He brings solid and broad experience from commercial and leadership roles in MNCs and new-age start-ups, both in international markets and India, which feeds his deep knowledge of go-to-market channels and understanding of operating complex businesses in traditional and digital environments.

Mr. Vivek spent over two decades in leadership and commercial roles at P&G, working across various categories, from everyday consumption to premium categories. His last position with P&G was as Managing Director of Australia and New Zealand. He joins UBL from India’s fastest-growing unicorn, Udaan.com. As Chief Business Officer, he helped build India’s most significant and disruptive e-B2B business.

The remuneration payable to the appointee is commensurate with industry standards and Board level positions held in similar sized companies, taking into consideration the individual responsibilities shouldered by him.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

Mr. Vivek Gupta shall not be liable to retire by rotation.

Other than Mr. Vivek Gupta, none of the Directors, Key Managerial Personnel of the Company, and their relatives, are concerned or interested financially or otherwise in the above Resolutions.

Your Directors recommend the Resolution set out in Item Nos. 1 and 2 as an Ordinary Resolutions for your approval.

By Order of the Board of Directors  
For **United Breweries Limited**

**Registered Office:**

“UB TOWER”, UB CITY,  
#24, Vittal Mallya Road  
Bengaluru – 560 001  
Bengaluru, September 07, 2023

**Amit Khera**  
**Company Secretary & Compliance Officer**  
Membership No.: ACS-10827

**DETAILS REQUIRED IN REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS.**

PARTICULARS	MR. VIVEK GUPTA
Educational Qualification	Master of Business Administration, IIM Ahmedabad, and Bachelor of Technology degree from COAE&T.
Experience	25 Years
Expertise in specific functional area	Governance, Leadership, Strategy, and General Management.
Skills and Capabilities	<ul style="list-style-type: none"> <li>• Business Strategy, Brand Building &amp; Leadership,</li> <li>• Sales &amp; Marketing</li> <li>• Strategic Planning</li> <li>• Financial Management &amp; Economics</li> <li>• General Administration</li> </ul>
Director Identification No.	10311134
Date of Appointment	September 25, 2023
Date of birth/age	17.06.1976/ 47 Years
Directorships held in other listed Companies in India	NIL
Membership in Committees in UBL	NIL
Membership/chairmanship of committees in other listed companies	NIL
Shareholding in UBL	NIL
Number of Board Meeting attended during the year	Not Applicable
Sitting fees / Commission	Not Applicable
Disclosure of relationship between Directors inter-se or between the director and the manager and other key managerial personnel of the company	Mr. Vivek Gupta is not related to any other Director/ Key Managerial Personnel/ Manager of the Company.
Details of listed entities from which the person has resigned in the past three years	NIL

