



August 13, 2024

BSE Limited
Scrip Code: 532478

National Stock Exchange of India Ltd.,
Symbol: UBL

Dear Sir,

Sub: Notice of Postal Ballot of United Breweries Limited ('the Company')

This is further to our intimations dated July 25, 2024. and August 05, 2024, wherein we had informed through Newspaper Advertisements giving Notice to the Members regarding Postal Ballot/ remote e-Voting to transact the business(s) as enlisted in the Notice of Postal Ballot of the Company, along with the procedure for registering/updating email addresses and manner of casting vote through remote e-voting.

In terms of the requirements of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), we hereby submit the Notice of Postal Ballot dated July 25, 2024, brief details and type of Resolutions proposed to be passed through the Postal Ballot forms part of **Annexure**, which is also being sent to the Members through electronic mode.

The Notice of Postal Ballot is also available on the website of the Company at the following web link:

Notice of Postal Ballot dated July 25, 2024	Notice of Postal Ballot
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Further, in terms of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI Listing Regulations, the remote e-Voting period will commence at **9.00 A.M. (IST), Wednesday, August 14, 2024** and will end at **5.00 P.M. (IST), Thursday, September 12, 2024, both days inclusive**. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Thursday, August 08, 2024**, may cast their vote through remote e-Voting.

Kindly take the above on record.

Thanking You,
For UNITED BREWERIES LIMITED

Nikhil Malpani
Company Secretary & Compliance Officer

Encl: as above

Brief details and type of Resolutions proposed to be passed through the Postal Ballot/ remote e-Voting

Sr. No.	Brief details of Resolutions	Type of Resolutions
Special Business		
1.	Appointment of Mr. Radovan Sikorsky (DIN: 09684447) as Director (designated as 'Non-Executive Non-Independent Director')	Ordinary
2.	Appointment of Ms. Yolanda Talamo (DIN: 10704805) as Director (designated as 'Non-Executive Non-Independent Director')	Ordinary



Notice of Postal Ballot

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended, and applicable circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
09.00 a.m. (IST), Wednesday, August 14, 2024	05.00 p.m. (IST), Thursday, September 12, 2024

Dear Member(s),

NOTICE is hereby given pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules') (including any statutory modifications or re-enactments thereof for the time being in force), 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 ('Secretarial Standard -2'), each as amended, to transact the Special Business as set out hereunder by passing Ordinary Resolutions, by way of Postal Ballot only through electronic voting means ('remote e-voting').

Pursuant to Sections 102 and 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 Notice of Postal Ballot ('Notice') for your consideration and forms part of this Notice.

In view of General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India (hereinafter referred to as 'Circulars'), 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 Sections 108 and 110 of the Act read with the Rules, the Circulars and Secretarial Standard - 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 forms 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

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 Thursday, September 12, 2024. The remote e-voting facility will be disabled by CDSL immediately thereafter.

SPECIAL BUSINESS:**1. Appointment of Mr. Radovan Sikorsky (DIN: 09684447) as Director ('Non-Executive Non-Independent Director')**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Articles of Association of the Company, Mr. Radovan Sikorsky (DIN: 09684447), who was appointed by the Board of Directors, as recommended by the Nomination and Remuneration Committee, as an Additional Director (designated as 'Non-Executive Non-Independent Director') with effect from August 01, 2024 from the conclusion of the Annual General Meeting of the Company pursuant to Section 161 and other applicable provisions of the Act 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.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. Appointment of Ms. Yolanda Talamo (DIN: 10704805) as Director ('Non-Executive Non-Independent Director')

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Articles of Association of the Company, Ms. Yolanda Talamo (DIN: 10704805) who was appointed by the Board of Directors, as recommended by the Nomination and Remuneration Committee, as an Additional Director (designated as 'Non-Executive Non-Independent Director') with effect from August 01, 2024 from the conclusion of the Annual General Meeting of the Company pursuant to Section 161 and other applicable provisions of the Act 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 her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For **UNITED BREWERIES LIMITED**

Registered Office:
“UB TOWER’, UB CITY,
#24, Vittal Mallya Road
Bengaluru – 560 001

Date: July 25, 2024
Place: Bengaluru

Nikhil Malpani
Company Secretary & Compliance Officer
Membership No.: ACS 20869



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Notice

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 issued by the Institute of Company Secretaries of India (Secretarial Standard - 2), each as amended, setting out material facts in respect of the Special Business to be transacted is annexed herewith.
2. The vote in this Postal Ballot cannot be exercised through proxy.
3. Members may download the Notice from the website of the Company at 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 Limited (‘BSE’) at www.bseindia.com and National Stock Exchange of India Limited (‘NSE’) at www.nseindia.com
4. **Voting through Electronic means:**
 - I. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations, Secretarial Standard - 2 and the Circulars, the Company has provided to its Members, the facility to exercise their right to vote in respect of business 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 Thursday, August 08, 2024 (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.
 - III. Remote e-voting period commences at 09.00 a.m. (IST), Wednesday, August 14, 2024, and ends at 05.00 p.m. (IST), Thursday, September 12, 2024 (both days inclusive). During this period, Members of the Company, holding Shares either in physical form or in dematerialised form, as on Cut-off-Date i.e., Thursday, August 08, 2024, 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)

	Login method
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: https://web.cdslindia.com/myeasitoken/Home/Login or visit www.cdslindia.com 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. By 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> <p>3) If user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration you may also visit https://evoting.cdslindia.com/Evoting/EvotingLogin</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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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>
Individuals holding shares through Depository – NSDL	<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: https://eservices.nsdl.com 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 the 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>



Notice

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd1.com. Select “Register Online for IdeAS Portal” or click on: https://eservices.nsd1.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the URL https://www.evoting.nsd1.com 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>
Individuals Login through their respective Depository Participant	<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	<p>(i) Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders).</p> <p>(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: bglsta@integratedindia.in to get sequence number.</p>
Dividend Bank details OR Date of Birth (DOB)	<p>(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.</p> <p>(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.</p>

(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 **EVSN [240806003]**. A voting page will open containing Resolutions to be passed by Members of "United Breweries Limited" on which you may choose to vote.

(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.



Notice

- (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 the stamp and sign of the entity should be emailed to 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 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 vinod@vrconsulting.biz and to the Company at the E-mail address ublinvestor@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 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 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 at its meeting held on July 25, 2024, has appointed Mr. Vinod Sunder Raman, Company Secretary in Practice, (Membership No. A 18909, CP No. 22422, PR: 3016/2023), as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner. The Scrutinizer's decision on the validity of e-voting will be final.
- 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 a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or the Company Secretary, duly authorized, who shall countersign the same and declare the voting results of the Postal Ballot within two working days of conclusion of remote e-voting process i.e. on or before Monday, September 16, 2024.
- XI. The results declared along with the report of the Scrutinizer will be placed on the website of the Company viz., www.unitedbreweries.com and on the website of CDSL immediately after the results are declared by the Chairman of the Company or a person duly authorized 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. 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: bqlsta@integratedindia.in or (iii) Mr. Nikhil Malpani, Company Secretary and Compliance Officer of the Company on E-mail-ID: 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 SEBI Listing Regulations and Secretarial Standard - 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., Thursday, September 12, 2024.



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

Item No. 1

Mr. Radovan Sikorsky, Director & Chief Financial Officer (in the capacity of 'Executive Director') of the Company resigned with effect from close of business hours of June 30, 2024, due to change of his role as 'Regional Chief Financial Officer' for Asia.

The Board at its meeting held on July 25, 2024, based upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Radovan Sikorsky (DIN: 09684447) as an Additional Director (designated as Non-Executive Non-Independent) of the Company with effect from August 01, 2024 from the conclusion of the Annual General Meeting of the Company, pursuant to the provisions of Section 161 of the Companies Act, 2013 ('the Act'). 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. Sikorsky as a Director of the Company.

Mr. Sikorsky has been appointed as a Non-Executive Non-Independent Director, by the Board of Directors of your Company subject to the approval of Members of the Company.

As per Section 161 of the Act, an additional director can hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), a listed entity shall ensure that the approval of the Members 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, as it would be necessary to obtain approval of the Members in the prescribed time limits in terms of the provisions of the SEBI Listing Regulations, it is proposed to obtain approval of the Members for his appointment by way of Postal Ballot.

Mr. Radovan Sikorsky joined United Breweries Limited as Director & Chief Financial Officer in August 2022 and is currently Regional Chief Financial Officer for Asia effective July 2024. Mr. Sikorsky joined HEINEKEN UK as Finance Director in September 2016. Prior to this, he was Senior Director Regional Finance Americas from 2013, leading the regional finance function in a period of quick-fire business expansion and transformation. Mr. Sikorsky has also held the role of Finance Director in Slovakian, Hungarian and Polish HEINEKEN companies. Before joining HEINEKEN, Mr. Sikorsky worked for over 3 (three) years with KPMG as Senior Audit Manager. Mr. Sikorsky is a B.Compt (Honours), University of South Africa – (UNISA); South African Institute of Chartered Accountant.

The Company has received from Mr. Sikorsky, his consent to act as Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and has not been debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

The details of Mr. Sikorsky as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard - 2, as applicable, are stated in '**Annexure**' to the Explanatory Statement. Mr. Sikorsky shall be liable to retire by rotation.

Save and except Mr. Sikorsky and his relatives, none of the Directors, Key Managerial Personnel of the Company, and their relatives, are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

In compliance with the requirements, the Board of Directors recommends the Resolution as set out in Item No. 1 for the approval of the Members of the Company by way of an Ordinary Resolution.

This Statement may be regarded as disclosures under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard – 2.

Item No. 2

The Board at its meeting held on July 25, 2024, based upon the recommendation by the Nomination and Remuneration Committee, appointed Ms. Yolanda Talamo (DIN: 10704805) as an Additional Director (designated as Non-Executive Non-Independent) of the Company with effect from August 01, 2024 from the conclusion of the Annual General Meeting, pursuant to the provisions of Section 161 of the Companies Act, 2013 ('the Act'). A notice in writing under Section 160 of the Act has been received by the Company from a Member signifying her intention to propose the appointment of Ms. Talamo as a Director of the Company.

Ms. Talamo has been appointed as a Non-Executive Non-Independent Director, by the Board of Directors of your Company subject to the approval of Members of the Company.

As per Section 161 of the Act, an additional director can hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), a listed entity shall ensure that the approval of the Members 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, as it would be necessary to obtain approval of the Members in the prescribed time limits in terms of the provisions of the SEBI Listing Regulations, it is proposed to obtain approval of the Members for her appointment by way of Postal Ballot.

Ms. Yolanda Talamo joined Heineken in 2017 as Senior Vice President Human Resources Americas Region. Prior to HEINEKEN, Ms. Talamo was Senior Vice President Human Resources – Latam Region, Canada & Hub (Miami) at SAB Miller. Ms. Talamo has more than 21 years' experience working in senior HR roles with global business. Since, 2021, she is Chief People Officer of HEINEKEN.

The Company has received from Ms. Talamo, her consent to act as Director of the Company along with a declaration to the effect that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and has not been debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

The details of Ms. Talamo as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard - 2, as applicable, are stated in '**Annexure**' to the Explanatory Statement.

Ms. Talamo shall be liable to retire by rotation



Notice

Save and except Ms. Yolanda Talamo and her relatives, none of the Directors, Key Managerial Personnel of the Company, and their relatives, are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

In compliance with the requirements, the Board of Directors recommends the Resolution as set out in Item No. 2 for the approval of the Members of the Company by way of an Ordinary Resolution.

This Statement may be regarded as disclosures under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard – 2.

By Order of the Board of Directors
For **UNITED BREWERIES LIMITED**

Registered Office:

“UB TOWER’, UB CITY,
#24, Vittal Mallya Road
Bengaluru – 560 001

Date: July 25, 2024

Place: Bengaluru

Nikhil Malpani

Company Secretary & Compliance Officer

Membership No.: ACS 20869



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DETAILS OF DIRECTORS SEEKING APPOINTMENT
[Pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard – 2]

PARTICULARS	MR. RADOVAN SIKORSKY	MS. YOLANDA TALAMO
Director Identification Number (DIN)	09684447	10704805
Designation/ Category of Directorship	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director
Educational qualification	B.Compt (Honours) University of South Africa – (UNISA); South African Institute of Chartered Accountant.	Bachelor of Arts in Psychology. Universidad Católica Andres Bello, Caracas, Venezuela
Experience	More than 20 years	More than 20 years
Expertise in specific functional area	Finance & Accounts	<ul style="list-style-type: none"> • Coaching and developing top executives • Succession planning, talent identification • Leadership development programs • Organizational transformation & culture change • Culture integration & transformation • Organizational excellence
Brief resume of the Director	Forms part of Explanatory Statement to Notice	Forms part of Explanatory Statement to Notice
Skills and Capabilities	<ul style="list-style-type: none"> • Business Strategy, Brand Building, and Leadership • Sales & Marketing • Strategic Planning • Financial Management & Economics • Industry Knowledge 	<ul style="list-style-type: none"> • Recruiting and developing C-suite executives • Building high performing teams • Organizational design and workplace planning • Change management & capability building
Date of first appointment on the Board	<p>Mr. Radovan Sikorsky was first appointed as Director & Chief Financial Officer (in the capacity of 'Executive Director') with effect from August 15, 2022.</p> <p>However, Mr. Sikorsky resigned from the said position with effect from close of business hours on June 30, 2024, due to change of his role as 'Regional Chief Financial Officer' for Asia.</p>	Appointed as Non-Executive Non-Independent Director with effect from August 01, 2024, from the conclusion of the Annual General Meeting



Notice

PARTICULARS	MR. RADOVAN SIKORSKY	MS. YOLANDA TALAMO
	Mr. Sikorsky is now appointed as Non-Executive Non-Independent Director with effect from August 01, 2024, from the conclusion of the Annual General Meeting.	
Date of birth/age	March 22, 1967/ 57 years	June 19, 1968/ 56 years
Nationality	Slovakia	Italian & American
Directorships held in other Companies	NIL	NIL
Membership in Committees in United Breweries Limited (UBL)	<ul style="list-style-type: none">• Audit Committee	<ul style="list-style-type: none">• Nomination and Remuneration Committee• Corporate Social Responsibility/ Environmental, Social & Governance Committee
Membership/ Chairmanship of committees in other companies	NIL	NIL
Shareholding in UBL	NIL	NIL
Number of Board Meeting attended during the year	Attended 5 out of 7 Board meetings of the Company held during the financial year 2023-24, as Director & Chief Financial Officer (in the capacity of 'Executive Director'), position held earlier.	Not Applicable
Sitting fees / Commission/ Remuneration proposed to be drawn	Entitled to receive annually a base fixed fee at the discretion of the Board as may be applicable to Non-Executive Non-Independent Directors including Independent Directors from time to time subject to necessary approvals, if any	Entitled to receive annually a base fixed fee at the discretion of the Board as may be applicable to Non-Executive Non-Independent Directors including Independent Directors from time to time subject to necessary approvals, if any
Disclosure of relationship between Directors <i>inter-se</i> or between the Director and the manager and other key managerial personnel of the Company	Mr. Sikorsky is not related to any other Director/ Key Managerial Personnel/ Manager of the Company, as may be applicable	Ms. Talamo is not related to any other Director/ Key Managerial Personnel/ Manager of the Company, as may be applicable

PARTICULARS	MR. RADOVAN SIKORSKY	MS. YOLANDA TALAMO
Details of listed entities from which the person has resigned in the past three years	Mr. Sikorsky resigned as Director & Chief Financial Officer (in the capacity of 'Executive Director') from the Company with effect from the close of business hours of June 30, 2024	Not Applicable
Terms and conditions of appointment	Terms and conditions as may be specified in the letter of appointment	Terms and conditions as may be specified in the letter of appointment
Details of the remuneration last drawn by such person, if applicable	Mr. Sikorsky earned a remuneration of ~ ₹ 9.61 crore (Rupees Nine Crore and Sixty-One Lakh Only) as Director & Chief Financial Officer (in the capacity of 'Executive Director') for the financial year ended March 31, 2024 (position held earlier)	Not Applicable



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United Breweries Limited

Registered & Corporate Office: UB Tower, UB City, #24, Vittal Mallya Road,
Bengaluru – 560 001, India

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Corporate Identity Number: L36999KA1999PLC025195