



UNITED BREWERIES LIMITED

December 15, 2018

1. The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai 400 023

2. The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot.C/1 G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai – 400 051

Dear Sir,

**Sub: Compliance with Regulation 30 of Securities and Exchange Board of India
(Listing Obligation and Disclosure Requirements) Regulations, 2015**

In compliance with the requirement under Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), we enclose Notice convening Extraordinary General Meeting of the Members of the Company to be held on Wednesday, January 09, 2019.

Thanking you, we remain,

Yours faithfully,
For UNITED BREWERIES LIMITED

GOVIND IYENGAR

Senior Vice President – Legal &
Company Secretary

Encl: As above

Notice of Extraordinary General Meeting



NOTICE IS HEREBY GIVEN of the Extraordinary General Meeting of the Members of **UNITED BREWERIES LIMITED** to be held at LEVEL 1, UB TOWER, UB CITY, #24, VITTAL MALLYA ROAD, BENGALURU - 560 001, on Wednesday, January 09, 2019 at 10.00 a.m. for the following purposes:

SPECIAL BUSINESS:

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

RESOLVED that pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of Members be and is hereby accorded to Mr. Chhaganlal Jain (DIN 00102910), Director of the Company, to continue to hold office of Independent Director of the Company till his current tenure of appointment which ends on September 03, 2019 notwithstanding that Mr. Jain has already crossed 75 years of age.

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

RESOLVED that pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of Members be and is hereby accorded to Mr. Chugh Yoginder Pal (DIN 00106536), Director of the Company, to continue to hold office of Independent Director of the Company till his current tenure of appointment which ends on September 03, 2019 notwithstanding that Mr. Pal has already crossed 75 years of age.

Registered Office:

"UB TOWER", UB CITY,
#24, Vittal Mallya Road,
Bengaluru-560 001.
Bengaluru, November 14, 2018

By Order of the Board
For United Breweries Limited
Govind Iyengar
Senior Vice President – Legal &
Company Secretary (ACS-8798)

NOTES:

1. Explanatory statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Extraordinary General Meeting (EGM) is annexed.
2. A Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the Meeting.
3. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the EGM.
5. Members are requested to intimate to the Company's Registrar and Share Transfer Agents/their Depository Participants:

- (a) current e-mail ID, so that all notices and other statutory documents can be sent electronically, as a measure of "Green Initiative",
 - (b) nomination facility to be availed, if any.
6. Members are requested to:
- bring attendance slips and Notice of EGM to the Meeting,
 - bring their Folio Number/DP and Client ID and quote it in all correspondence,
 - avoid being accompanied by non-Members and children.
7. Details of Directors seeking continuation in office is attached to this Notice, as required under the Listing Regulations, for perusal of the Members.
8. Relevant documents pertaining to business of this Meeting shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.45 p.m.) on all working days except Saturdays, Sundays and Public Holidays, up to and including the date of EGM.
9. Notice of EGM is being sent by electronic mode to all Members whose e-mail addresses are registered with the Company/Depository Participant(s). For Members who have not registered their e-mail addresses, physical copy of the Notice is being sent by the permitted mode. Members who require communication in physical form in addition e-communication, or have any other queries, may write to us at ublinvestor@ubmail.com. Notice of EGM is also available on the Company's website www.unitedbreweries.com. This Notice is also available on the website of National Securities Depositories Limited (NSDL).
10. **Voting through electronic means**
- I. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its Members, the facility to exercise their right to vote in respect of businesses to be transacted at this EGM by electronic voting system from a place other than the venue of the EGM ('remote e-voting'), provided by NSDL.
 - II. Cut-off-Date for the purpose of ascertaining members who are eligible to receive this Notice is Friday, December 07, 2018. The cut-off-date for the purpose of determining the eligibility to vote by electronic means and at the EGM is Wednesday, January 02, 2019 (the **"Cut-off-Date"**). Only the Members whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the Cut-off-Date shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.

A person who is not a Member as on the Cut-off-Date should treat this Notice for information purpose only.
 - III. Remote e-voting period commences on **Sunday, January 06, 2019 at 9.00 a.m.** and ends on **Tuesday, January 08, 2019 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-off-Date of **Wednesday, January 02, 2019** may cast their vote by remote e-voting. Thereafter remote e-voting module shall be disabled by NSDL for voting. Once the vote on a resolution is cast by the member, the shareholder will not be allowed to change it subsequently or cast the vote again.
 - IV. Instructions for remote e-voting are as under-

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mangala@bmpandco.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to 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 www.evoting.nsdl.com to reset the password.
- V. Persons who become a Member of the Company after the dispatch of Notice of EGM and holding shares as of the Cut-off-Date, may obtain the user/login ID and password by sending a request at evoting@nsdl.co.in or to the Registrars and Share Transfer Agents. However, if the member is already registered with NSDL for remote e-voting then the existing user ID and password can be used for casting vote.

- VI. 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).
- VII. Members may participate in the EGM even after casting their votes through remote e-voting but shall not be allowed to cast vote again at the EGM. Facility for e-voting shall also be made available at the EGM and Members attending the EGM who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the EGM.
- VIII. The voting rights of Members shall be in proportion to their Equity Shares in the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, January 02, 2019.
- IX. The Chairman of the EGM shall, at the end of the discussion on the Resolutions on which voting is to be held at the EGM allow voting with the assistance of scrutinizer, by use of "e-voting" for all those Members who are present at the EGM and have not cast their votes by availing the remote e-voting facility.
- X. Mrs. Mangala Rohith, Company Secretary in Practice (Membership No. ACS 20315, CP 7438) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall immediately after the conclusion of voting at the EGM unblock the votes cast through remote e-voting and votes cast at the EGM, 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 EGM, a consolidated scrutinizer's report (both remote e-voting and voting at the EGM) of the total votes cast in favour or against, if any, to the Chairman of the EGM or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. 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 NSDL immediately after the results are declared by the Chairman of the EGM or a person authorized by him and will be simultaneously communicated to the stock exchanges on which the securities of the Company are listed.
- XIII. 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 www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. Shareholders may also contact (i) Mr. Vijayagopal of Integrated Registry Management Services Private Limited on 080-23460815 to 23460818, Email ID: irg@integratedindia.in and (ii) Mr. Vijay Bahuguna, official of the Company on 080-39855000/39855082, Email ID: ublinvestor@ubmail.com for any grievances connected with voting by electronic means.

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

Item No. 1

Mr. Chhaganlal Jain, Independent Director, was appointed on the Board of the Company on January 27, 2003 in terms of Companies Act, 1956. During his continuation as Director, upon implementation of Section 149 of the Companies Act, 2013, his appointment as Independent Director of the Company for a fixed term of 5 years was made at the Annual General Meeting held on September 04, 2014. His current term in the office of Independent Director is up to September 03, 2019.

The Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 vide circular dated May 9, 2018 which requires continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of

a Special Resolution in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Though Mr. Jain can hold office under the erstwhile resolution, he has already crossed 75 years of age during the term of his appointment. Hence this Special Resolution is placed before the shareholders in order to comply with the aforesaid circular.

Mr. Jain has extensive experience in the field of finance, accounts, corporate strategy as well as general management having worked in large business enterprises. Apart from being a Director on the Board, Mr. Jain is also part of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Borrowing Committee and Risk Management Committee and has been effectively performing his duties and providing valuable guidance to the Company. Mr. Jain is the Chairman of Borrowing Committee.

Mr. Jain is a Chartered Accountant and a Company Secretary by profession, having more than 45 years of Corporate experience in various organizations including ICI and Hindustan Lever Ltd. He was Finance Director of Hoechst India Ltd. He was also External Faculty Member at Bajaj Institute of Management for 17 years. He was also Chairman of Banking and Finance Committee of Bombay Chamber of Commerce and Industry for four years. Apart from Directorship he holds in esteemed public companies, he is also a trustee of Nayana Parekh Charitable Trust, Sangeeta Jain Charitable Trust and Oswal Mitra Mandal.

The Board is of the opinion that Mr. Jain's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He is also a person of integrity who possesses required expertise and his association as Non-Executive Independent Director will be beneficial to the Company.

Other than Mr. Chhhaganlal Jain, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Your Directors recommend the above Resolution set out in Item No. 1 as a Special Resolution for your approval.

Item No. 2

Mr. Chugh Yoginder Pal, Independent Director, was appointed on the Board of the Company on April 29, 2005 in terms of Companies Act, 1956. During his continuation as Director, upon implementation of Section 149 of the Companies Act, 2013, his appointment as Independent Director of the Company for a fixed term of 5 years was made at the Annual General Meeting held on September 04, 2014. His current term in the office of Independent Director is up to September 03, 2019.

The Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 vide circular dated May 9, 2018 which requires continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Though Mr. Pal can hold office under the erstwhile resolution, he has already crossed 75 years of age during the term of his appointment. Hence this Special Resolution is placed before the shareholders in order to comply with the aforesaid circular.

Mr. Pal has extensive experience in handling various management functions including operations, MIS as well as overall business management. Apart from being a Director on the Board, Mr. Pal is also part of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee. Mr. Pal is the Chairman of Audit Committee and Stakeholders Relationship Committee.

Mr. Pal is a first class Graduate in Engineering from Delhi University. After a brief Industrial Engineering training stint in TELCO he joined Hindustan Lever in 1960, where he held various positions starting in Industrial Engineering and moved up quickly in the Management hierarchy in a variety of Production, Factory and General Management roles leading to head of Corporate Materials Management. He joined Cadbury India Limited as Technical Director and became Managing Director in 1983 and Chairman & Managing Director in 1987.

He retired as Executive Chairman in 1997 and as Non-Executive Chairman of Cadbury India Limited (now Mondelez India Foods Limited) in March, 2015. Mr. Pal brings with him great expertise and understanding of the Indian Business environment. He was President of the prestigious Bombay Chamber of Commerce and Industry.

The Board is of the opinion that Mr. Pal's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He is also a person of integrity who possesses required expertise and his association as Non-Executive Independent Director will be beneficial to the Company.

Other than Mr. Chugh Yoginder Pal, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Your Directors recommend the above Resolution set out in Item No. 2 as a Special Resolution for your approval.

Registered Office:

"UB TOWER", UB CITY,
#24, Vittal Mallya Road,
Bengaluru-560 001.
Bengaluru, November 14, 2018

By Order of the Board
For United Breweries Limited

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

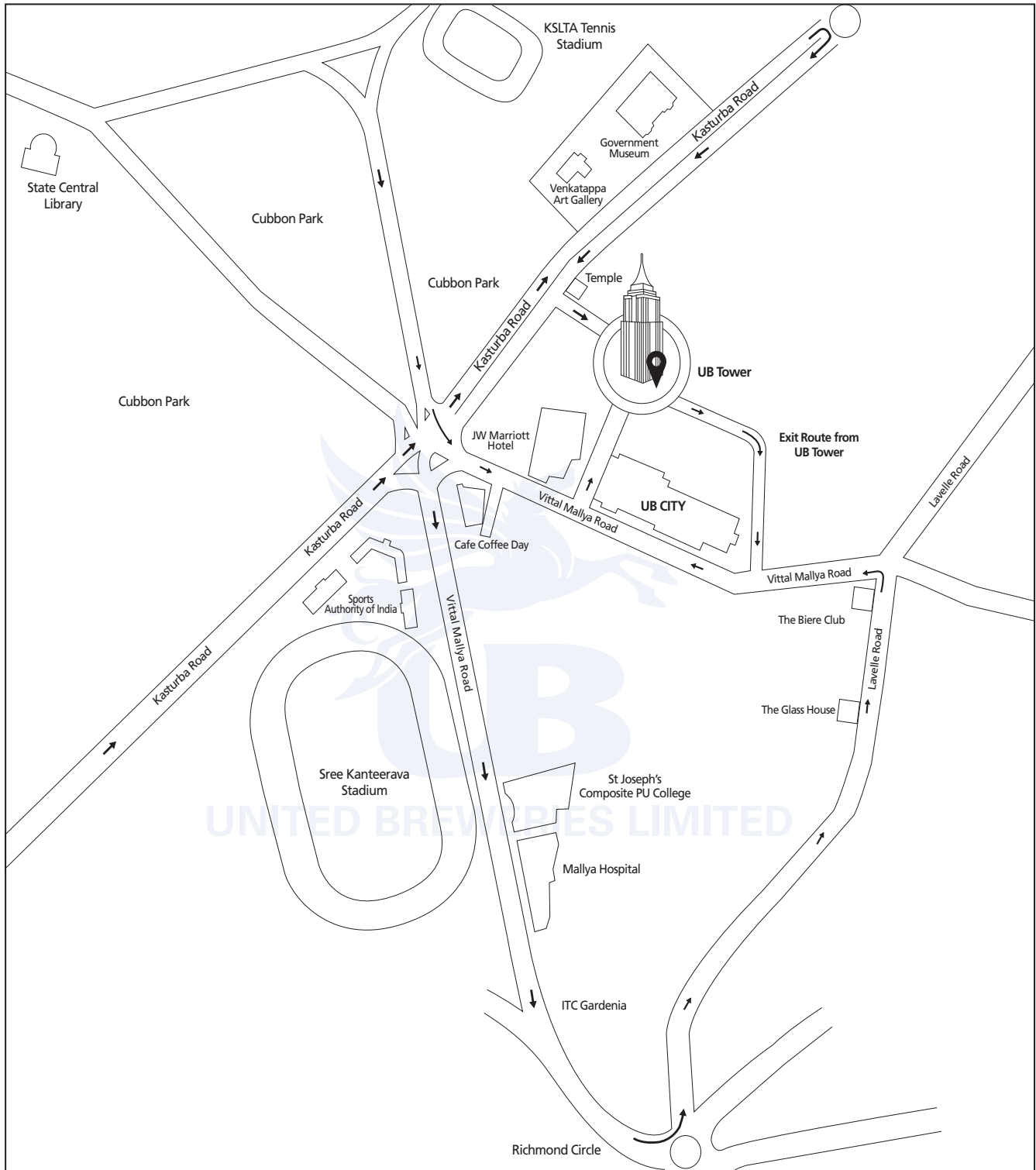
DETAILS OF DIRECTORS SEEKING CONTINUATION IN OFFICE

PARTICULARS	MR. CHHAGANLAL JAIN	MR. CHUGH YOGINDER PAL
Educational Qualification	Chartered Accountant / Company Secretary / Management	Graduate in Engineering with First Class (Distinction)
Expertise in specific functional area	Finance and Corporate Strategy	Overall Business Management, Operations and MIS
Director Identification No.	00102910	00106536
Date of appointment	27.01.2003	29.04.2005
Date of birth/age	15.11.1933 / 85 years	06.03.1937 / 81 years
Directorships held in other listed Companies in India	i. RPG Life Sciences Limited ii. NOCIL Limited	Shriram Pistons & Rings Limited
Membership in committee	Audit Committees i. NOCIL Limited (Chairman) ii. RPG Life Sciences Limited (Chairman) iii. Asit C. Mehta Investment Intermediates Limited (Chairman)	Audit Committee Shriram Pistons & Rings Limited
Shareholding in United Breweries Limited	NIL	NIL
Number of Board Meetings attended during the year 2018-19 (up to November 2018)	Five (5)	Five (5)
Sitting fees/Commission	Entitled to receive sitting fees and commission, at the discretion of the Board as applicable to non-executive Directors	Entitled to receive sitting fees and commission, at the discretion of the Board as applicable to non-executive Directors

The above Directors are not related to any of the Directors and Key Managerial Personnel of the Company.

Route Map

VENUE: LEVEL 1, UB TOWER, UB CITY, #24, VITTAL MALLYA ROAD, BENGALURU-560001.



United Breweries Limited

Registered Office: "UB Tower", UB City, #24, Vittal Mallya Road, Bengaluru-560001.

Phone: 080-39855000, 22272806/07 Fax: 080-22211964, 22229488

CIN: L36999KA1999PLC025195 Email: ublinvestor@ubmail.com

Website: www.unitedbreweries.com



UNITED BREWERIES LIMITED

Registered Office: "UB Tower", UB City, #24 Vittal Mallya Road, Bengaluru - 560 001.

Phone: 080-39855000, 22272806/07 Fax: 080-22211964, 22229488

CIN: L36999KA1999PLC025195 Email: ublinvestor@ubmail.com, Website: www.unitedbreweries.com

ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING

Date: Wednesday, January 09, 2019 Time: 10.00 A.M.

Venue: Level 1, UB Tower, UB City, #24, Vittal Mallya Road, Bengaluru-560 001.

I/We hereby record my/our presence at the **EXTRAORDINARY GENERAL MEETING (EGM)** of the Company being held on **Wednesday, January 09, 2019 at 10.00 A.M.** at Level 1, UB Tower, UB City, #24, Vittal Mallya Road, Bengaluru – 560 001.

Signature of the Member(s) / Proxy / Authorised Representative*

* Strike off whichever is not applicable.

NOTES:

1. The Company will accept only the Attendance slip of a person personally attending the Meeting as a Member or a valid Proxy duly registered in time with the Company. The Company will not accept Attendance slip from any other person even if signed by a Member. Members are requested not to accompany non-Members or children.
2. Persons representing bodies corporate are required to submit with the Company original Resolution of the Board of Directors or other governing body of such Member, authorizing such person to act as its representative under section 113 of the Companies Act, 2013.
3. Shareholder/Member/Proxy-holder attending the Meeting should bring his/her copy of **EGM Notice** for reference at the Meeting.
4. To facilitate Members, registration of attendance will commence at **09.00 A.M.** on **Wednesday, January 09, 2019.**
5. E-voting particulars are set out below:

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

Please refer Notice of the Meeting for instructions on remote e-voting.

Remote E-voting facility will be open during the following period.

Commencement of Remote E-voting	End of Remote E-voting
Sunday, January 06, 2019 at 9.00 a.m.	Tuesday, January 08, 2019 at 5.00 p.m.



UNITED BREWERIES LIMITED

Registered Office: "UB Tower", UB City, #24 Vittal Mallya Road, Bengaluru - 560 001.

Phone: 080-39855000, 22272806/07 Fax: 080-22211964, 22229488

CIN: L36999KA1999PLC025195 Email: ublinvestor@ubmail.com, Website: www.unitedbreweries.com

PROXY FORM (FORM NO. MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____

Registered Address : _____

E-mail ID : _____

Folio No. / Client ID. : _____ DP ID. : _____

I/We, being the holder(s) of _____ Equity Shares of United Breweries Limited hereby appoint :

(1) Name : _____ Address : _____

E-mail ID : _____ Signature : _____, or failing him/her

(2) Name : _____ Address : _____

E-mail ID : _____ Signature : _____, or failing him/her

(3) Name : _____ Address : _____

E-mail ID : _____ Signature : _____, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at EXTRAORDINARY GENERAL MEETING of the Company to be held on Wednesday, January 09, 2019 at 10:00 A.M. at Level 1, UB Tower, UB City, #24, Vittal Mallya Road, Bengaluru-560 001 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions
1.	Consent to Mr. Chhaganlal Jain (DIN 00102910), Director of the Company, to continue to hold office of Independent Director of the Company till his current tenure of appointment which ends on September 03, 2019 notwithstanding that Mr. Jain has already crossed 75 years of age.
2.	Consent to Mr. Chugh Yoginder Pal (DIN 00106536), Director of the Company, to continue to hold office of Independent Director of the Company till his current tenure of appointment which ends on September 03, 2019 notwithstanding that Mr. Pal has already crossed 75 years of age.

Signed thisday of2019.

Affix
Re. 1/-
Revenue
Stamp

.....
Signature of the Shareholder(s)

.....
Signature of the Proxy holder(s)

NOTES:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A person can act as proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
- A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member.