

SABMiller India Limited

Regd. Office: Unit No. 301-302, Dynasty Business Park, 3rd Floor
Andheri-Kurla Road, Andheri (East), Mumbai 400 059
Tel: (022) 39499999 Fax: (022) 30913666
Website: www.sabmiller.in
CIN: U65990MH1988PLC049687

NOTICE is hereby given that the Extraordinary General Meeting of the members of the Company will be held at Janssen Delite Hall, Holy Spirit Hospital Campus, Mahakali Caves Road, Andheri (East), Mumbai 400 093 on Monday, the 13th February 2017 at 3.30 p.m. to transact the following business:

Special Business

1. Alteration of Memorandum of Association for increasing the Authorised Share Capital of the Company

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT in accordance with the provisions of Section 61 of the Companies Act, 2013, relevant rules framed thereunder and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Authorised Share Capital of the Company be and is hereby increased from Rs.3,200,000,000/- (Rupees Three Hundred Twenty crores) divided into 320,000,000 equity shares of Rs.10/- (Rupees Ten) each to Rs.4,500,000,000/- (Rupees Four Hundred Fifty crores) divided into 450,000,000 equity shares of Rs.10/- each and consequently the Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and instead thereof, the following new Clause V:

V. The Authorised Share Capital of the Company is Rs.4,500,000,000/- (Rupees Four Hundred Fifty crores) divided into 450,000,000 equity shares of Rs.10/- each. The Company has power, from time to time, to increase or reduce its capital and divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privilege or condition or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

2. Issue of share on preferential basis

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 62 (1) (c) and Section 42 read with Rules 13 of the Companies (Share Capital and Debentures) Rules 2014 and other applicable provisions of the Companies Act, 2013, as also the provisions of any other applicable law or laws and the relevant provisions of the Memorandum and Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to offer, issue and allot upto 100,000,000 (Ten Crores) fully paid-up Equity Shares of a face value of Rs.10/- each at a price of Rs.56/- per share (including premium of Rs.46/- per share) aggregating to Rs.5,600,000,000 to SABMiller Asia B.V., Netherlands (holding company).

RESOLVED FURTHER THAT such new equity shares shall rank pari passu with the existing equity shares of the Company, except that they shall not rank for dividend, if any, declared or paid in respect of any financial year of the Company prior to the financial year in which they are allotted and shall rank for dividend pro rata from the date of their allotment in respect of the financial year in which they are allotted.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee or person, which the Board may constitute/nominate to exercise its powers conferred under this resolution), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and to finalise and execute all documents and writings as may be necessary, desirable or expedient as it may deem fit.

BY ORDER OF THE BOARD

Sridhar S
Company Secretary

Place: Bangalore

Date: 9th January, 2017

NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll in his/her stead. A proxy need not be a member of the company.**

Proxies in order to be effective must be deposited at the registered office of the company not less than forty-eight hours before the meeting. A blank proxy form is enclosed.

2. For convenience of members an attendance slip is also annexed. Members are requested to affix their signature at the space provided therefor and hand over the same at the place of Meeting. The Proxy of a member should mark on the attendance slip as Proxy. Members are also requested to bring their copies of the Notice to the venue of the Meeting.
3. Under the Companies Act, 2013 and the rules thereunder, the company is permitted to serve on the Members notices through, inter alia, the electronic mode. The company may send to the Members the Notice and other documents/communications either physically to their registered address or by e-mail at the e-mail addresses registered with the company/received through the respective Depository.
4. All queries relating to non-receipt of share certificates after transfer/ transmission/ dematerialization/rematerialization, mandates, change of address, nomination etc. may be sent to the Registrar & Share Transfer Agents, Sharex Dynamic (India) Pvt. Ltd., Unit No.1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai 400 072, Tel: 28515606/5644/6338, Fax: 28512885, email: sharexindia@vsnl.com
5. Voting through electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through polling paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
 - III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 10th February 2017 (9:00 am) and ends on 12th February 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 6th February 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:
 - (i) Open email and open PDF file "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of SABMiller India Limited
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@snaco.net with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM.
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your 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 voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 6th February 2017.
 - X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice of EGM and holding shares as of the cut-off date i.e. 6th February 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or contacting the RTA at sharexindia@vsnl.com
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - XI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
 - XII. A person, 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through polling paper.
 - XIII. M/s S. N. Ananthasubramanian & Co., Practising Company Secretaries have been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - XIV. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
 - XV. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter 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 EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sabmiller.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the EGM of the Company.

Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (the Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 1 and 2 of the accompanying Notice:

Item No. 1

The present Authorised Share Capital of the Company is Rs.320,00,00,000/-. The Company intends to issue shares on preferential basis to SABMiller Asia B.V., Netherlands which is the holding company of your company. The capital of the company needs to be increased from Rs. 320,00,00,000/- to Rs. 450,00,00,000/- to enable the company to issue new shares. The Board of Directors of the Company has approved the increase in authorised share capital of the company and recommends for your approval.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors or KMP are either directly or indirectly concerned or interested in the said Resolution.

Information provided hereinabove sets out all such facts as are required to enable the members to understand the meaning, scope and implications of the item of business and to take a decision thereon.

Resolution is commended for the consent of the shareholders.

Item No. 2

The Holding company intends to invest further in the company by way of equity shares so as to reduce the borrowings and thereby save on the interest costs. Towards this end the Company intends to offer on preferential basis to SABMiller Asia B.V. the Holding Company 100,000,000 equity shares at a price of Rs.56/- per share which includes premium of Rs.46/-. The Board of Directors of the Company has approved the issue of new shares to SABMiller Asia B.V. and recommends for your approval.

Disclosures under Rule 13 (2)(d) of The Companies (Share Capital And Debentures) Rules, 2014

(i) the objects of the issue	The object of the issue is to reduce the borrowings and save on interest cost
(ii) the total number of shares or other securities to be issued	10,00,00,000 equity shares
(iii) the price or price band at/within which the allotment is proposed	Rs.56/- per share including Rs.46/- premium per share
(iv) basis on which the price has been arrived at along with report of the registered valuer	As per internationally accepted pricing methodology by an independent Chartered Accountant with more than 10 years' experience
(v) relevant date with reference to which the price has been arrived at	31st March 2016
(vi) the class or classes of persons to whom the allotment is proposed to be made	Foreign Holding Company
(vii) intention of promoters, directors or key managerial personnel to subscribe to the offer	Not Applicable
(viii) the proposed time within which the allotment shall be completed	Within one year from the date of passing of the special resolution
(ix) the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	SABMiller Asia B.V. Netherlands 63.43%
(x) the change in control, if any, in the company that would occur consequent to the preferential offer	None
(xi) the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Nil
(xii) the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable as allotment for consideration payable in cash
(xiii) The pre-issue and post-issue shareholding pattern of the company in the following format:	Provided below

Sr. No.	Category	Pre Issue		Post Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding:				
1.	Indian:				
	Individual	0	0.000	0	0.000
	Bodies Corporate	142074982	45.367	142074982	34.387
	Sub Total	142074982	45.367	142074982	34.387
2.	Foreign:				
	Promoters	169328029	54.069	269328029	65.186
	Sub Total (A)	311403011	99.436	411403011	99.572
B	Non-Promoters' holding:				
1.	Institutional Investors	6248	0.002	6248	0.002
2.	Non - Institution:				
	Private Corporate Bodies	73739	0.024	73739	0.018
	Directors and Relatives	0	0.000	0	0.000
	Indian Public	1597542	0.510	1597542	0.387
	Other (Including NRIs)	90196	0.029	90196	0.022
	Sub Total (B)	1767725	0.564	1767725	0.428
	GRAND TOTAL	313170736	100.000	413170736	100.000

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors or KMP are either directly or indirectly concerned or interested in the said Resolution.

Information provided hereinabove sets out all such facts as are required to enable the members to understand the meaning, scope and implications of the item of business and to take a decision thereon.

Resolution is commended for the consent of the shareholders.

BY ORDER OF THE BOARD

Sridhar S
Company Secretary

Place: Bangalore

Date: 9th January, 2017