

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
Friday, August 2, 2024, at 09.00 a.m. (IST)	Saturday, August 31, 2024, 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'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022 and the latest being General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), to transact the special business as set out hereunder by passing **Special Resolution**, 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 Resolution setting out the material facts and the reasons/rationale thereof (**'Explanatory Statement'**) are annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms a part of this Notice.

In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form, to those Members whose e-mail addresses are registered with the 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.

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 National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice.

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 Saturday, August 31, 2024. The remote e-voting facility will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS:**1. Issuance of 8,90,00,000 Equity Shares on Preferential Basis to AB Inbev Asia B.V.**

*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 Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) (hereinafter referred to as **the “Act”**), enabling provisions of Memorandum of Association and Articles of Association of the Company, and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, Ministry of Corporate Affairs and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (hereinafter referred to as the “Board”), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, upto 8,90,00,000 (Eight Crore Ninety Lakhs) Equity Shares of INR 10 (Rupees Ten) each at a premium of INR 37.70 per equity share each fully paid up for cash, to the below-mentioned Proposed Equity Allottee in the manner as follows:

Name of Investor	Address	No. of Equity Shares	Total Consideration (in INR including premium)
AB Inbev Asia B.V.	Ceresstraat 1, 4811, CA Breda, Breda, The Netherlands	8,90,00,000	4,245,300,000
Total		8,90,00,000	4,245,300,000

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank *pari passu* with the existing Equity Shares of the Company in all respects.”

“RESOLVED FURTHER THAT the monies received by the Company from the Investors for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in the separate designated bank account as approved by the Board of Directors and shall not be utilized for the purpose other than for adjustment against allotment of securities or for the repayment of monies where the Company is unable to allot securities.”

“RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the issue including reduction of the size of the issue, as it may deem expedient.”

2. **Approval to waive-off recovery of the amount of excess remuneration paid to Mr. Kartikeya Sharma, Whole Time Director (DIN: 07728620) beyond the limits prescribed under the Companies Act, 2013 for the Financial Year 2022-2023.**

*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 recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company and Sections 197, 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment thereof, for the time being in force), the articles of association of the Company and subject to such approvals as may be required, and any other applicable provisions of the Companies Act, 2013, consent of the members be and is hereby accorded to ratify and confirm the total remuneration paid to Mr. Kartikeya Sharma, Whole Time Director of the Company for the Financial Year 2022-23 amounting to INR 33.18 million which is in excess of the limits prescribed under Sections 197, 198 read with schedule V of the Act by INR 20.38 million and approve waiver of recovery of excess managerial remuneration amounting to INR 20.38 million paid during Financial Year 2022-23 to Mr. Kartikeya Sharma, Whole Time Director of the Company (DIN: 07728620).”

“RESOLVED FURTHER THAT the any one of the Directors or company secretary of the Company be and is hereby authorized to sign and file all the relevant applications, forms, returns, other documents, etc. with the concerned Registrar of Companies/ Ministry of Corporate Affairs and to do all other acts, deeds, matters and things which are necessary for the purpose of giving effect to the aforesaid resolution.”

3. **Approval to waive-off recovery of the amount of excess remuneration paid to Mr. Mahesh Kumar Mittal, Whole Time Director (DIN: 09071616) beyond the limits prescribed under the Companies Act, 2013 for the Financial Year 2022-2023.**

*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 recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company and Sections 197, 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment thereof, for the time being in force), the articles of association of the Company and subject to such approvals as may be required, and any other applicable provisions of the Companies Act, 2013, consent of the members be and is hereby accorded to ratify the total remuneration paid to Mr. Mahesh Kumar Mittal, Whole Time Director of the Company for the Financial Year 2022-23 amounting to INR 17.74 million which is in excess of the limits prescribed under Sections 197, 198 read with schedule V of the Act by INR 4.94 million and approve waiver of recovery of excess managerial remuneration amounting to INR 4.94 million paid during Financial Year 2022-23 to Mr. Mahesh Kumar Mittal, (DIN: 09071616) Whole Time Director of the Company.”



“RESOLVED FURTHER THAT the any one of the Directors or company secretary of the Company be and is hereby authorized to sign and file all the relevant applications, forms, returns, other documents, etc. with the concerned Registrar of Companies/ Ministry of Corporate Affairs and to do all other acts, deeds, matters and things which are necessary for the purpose of giving effect to the aforesaid resolution.”

By order of the Board
Anheuser Busch Inbev India Limited

Mahesh Kumar Mittal
Whole Time Director
DIN:09071616

Date: July 29, 2024
Place: Bengaluru, India

NOTES:

1. The Statement setting out material facts 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 in respect of the special business to be transacted is annexed.
2. Pursuant to the provisions of Section 110 of the Act, read with the Companies (Management and Administration) Rules, 2014, (Rules), the consent of the Company’s Members for the resolution as set out in this Notice is proposed to be obtained by means of a Postal Ballot. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Depositories / Registrar and Share Transfer Agent. Accordingly, the communications of the assent or dissent of the Members would take place through the e-voting system only. Therefore, those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below in e-voting Instructions.
3. In compliance with MCA Circulars, Postal Ballot Notice is being sent to all the Members electronically by email who have registered their e-mail addresses with the Depository or with the Registrar and Share Transfer Agent and whose names appear in the Register of Members as received from Depositories as on Friday, July 26, 2024 (“the cut-off date”). Members whose names appear on the Register of Members / List of Beneficial Owners as on the cut-off date will only be considered eligible for the purpose of e-voting.
4. The remote e-voting period commences on Friday, August 2, 2024, at 9.00 a.m. IST and ends on Thursday, August 31, 2024, at 5.00 p.m. IST. The remote e-voting facility will be disabled by NSDL immediately thereafter.
5. The voting rights of the Shareholders shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on the cut-off date.
6. Resolution passed by Members with requisite majority through remote e-voting are deemed to be passed on August 31, 2024 i.e. the last date specified for receipt of votes through remote e-voting as if they have been passed at a General Meeting of the Members.
7. The vote in this Postal Ballot cannot be exercised through proxy.
8. The Board of Directors has appointed Ms. Sarvari Shah (FCS 9697) and failing her Mr. Mitesh Dhabliwala (FCS 8331), Practicing Company Secretaries of M/s. Parikh & Associates, Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
9. The Scrutinizer will submit his/her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-voting. The Scrutinizer’s decision on the validity of votes cast will be final.
10. The results declared along with the Scrutinizer’s Report shall be placed on the website of NSDL at www.evoting.nsdl.com immediately after the results are declared by the Chairman or any other person so authorized by him.

11. The Company does not have its own website and hence, Members may download the Notice from the website of NSDL at www.evoting.nsdl.com.

12. All documents referred to in the Notice will 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., Saturday, August 31, 2024. Members seeking to inspect such documents can send an Email to Company's Email-ID: Kartikeya.Rawal@in.ab-inbev.com

13. Process for Registration of e-mail addresses:

Shareholders holding shares in physical mode are requested to dispatch the KYC Form at Link Intime India Private Limited (RTA), C-101, 247 Park, LBS Marg, Vikhroli West Mumbai 400 083 for registering email ID. A request letter providing name of the Member, Folio No., mobile no., and email address to be registered/updated and signed by Member (first holder, in case of jointly held) and self-attested scanned copy of PAN as per prescribed ISR-1 format.

14. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'e-Voting' tab on the screen or 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 cs@parikhassociates.com with a copy marked to evoting@nsdl.com.

15. 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.

16. 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.: 022 - 4886 7000 or write to them at evoting@nsdl.com.

17. Process to cast votes through remote e-voting:





The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. 2. Once the home page of e-Services is launched, click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section. 3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services section. 4. Click on ‘Access to e-voting’ appearing on the left-hand side under e-voting services and you will be able to see e-voting page. 5. Click on options available against Company name or e-voting service provider – NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> a. Option to register is available at https://eservices.nsdl.com b. Select ‘Register Online for IDeAS’ Portal or click at https://eservices.nsdl.com/ SecureWeb/IdeasDirectReg.jsp c. After getting yourself registered, please follow steps given in 1 to 5. <p>B. e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. 2. Once the home page of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder/Member’ section. 3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the

	<p>remote e-voting period.</p> <p>C. NSDL Mobile App</p> <p>Shareholders/Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for CDSL Easi / Easiest, they can login through their User id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login of Easi/Easiest the 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 your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from an e-Voting link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail 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.

Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 4. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important 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.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

a. 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 ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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:

Anheuser Busch Inbev India Limited (formerly known as Sabmiller India Limited)

CIN: U65990MH1988PLC049687

Registered Office Address: Unit No.301-302, Dynasty Business Park, B Wing 3rd Floor, Andheri Kurla Road, Mumbai 400059 IN

Corporate Office Address: 6th Floor, Green Heart Building MFAR Manyata Tech Park, Phase IV, Nagavara Bangalore 560045 IN

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****.
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*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is S1***** and EVEN is 127660 then user ID is 127660S1*****

5. Password details for shareholders other than Individual shareholders 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 e-mail address is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail address is not registered, please follow the detailed procedure with respect to registration of e-mail addresses as mentioned in note no. 13 of this Notice.
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) Click on **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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

Anheuser Busch Inbev India Limited (formerly known as SabMiller India Limited)

CIN: U65990MH1988PLC049687

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Corporate Office Address: 6th Floor, Green Heart Building MFAR Manyata Tech Park, Phase IV, Nagavara Bangalore 560045 IN



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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares having voting cycle.
2. Select 'EVEN' of the Company, for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

By order of the Board
Anheuser Busch Inbev India Limited

Mahesh Kumar Mittal
Whole Time Director
DIN:09071616

Date: July 29, 2024
Place: Bengaluru, India

Anheuser Busch Inbev India Limited (formerly known as Sabmiller India Limited)

CIN: U65990MH1988PLC049687

Registered Office Address: Unit No.301-302, Dynasty Business Park, B Wing 3rd Floor, Andheri Kurla Road, Mumbai 400059 IN

Corporate Office Address: 6th Floor, Green Heart Building MFAR Manyata Tech Park, Phase IV, Nagavara Bangalore 560045 IN



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

ITEM NO. 1

The Company requires infusion of additional funds for meeting operational needs of the Company. In this regard, it is proposed to raise funds by preferential issue of equity shares to AB Inbev Asia B.V., the Holding Company in the manner set out in the resolution under item No. 1.

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made thereunder, preferential allotment / private placement can be done only after obtaining prior approval of the shareholders by way of special resolution.

Accordingly, your directors recommend passing the resolution set at item No. 1 as a special resolution.

None of the Directors of the Company, key managerial personnel or their respective relatives are concerned or interested financially or otherwise in the proposed resolution.

The relevant details of the Offer to be issued by the Company and the disclosures in accordance with the Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of law in relation to the special resolution for Item 1, set out in the accompanying Notice are provided hereunder:

1. THE SIZE OF THE ISSUE AND NUMBER OF EQUITY SHARES TO BE ISSUED AND NOMINAL VALUE OF EACH SHARE

No. of Securities to be issued	Type of Securities	Nominal Value per Security (in Rs.)	Premium per Security (in Rs.)	Total Amount to be raised (in INR)
8,90,00,000	Equity Shares	10	37.70	4,245,300,000

2. THE OBJECTIVS OF THE ISSUE:

To raise additional funds for operational needs of the Company.

3. THE MANNER OF ISSUE OF SHARES:

The securities will be issued as a private placement/preferential allotment basis in the manner prescribed by the Section 42 and 62(1)(c) of the Companies Act, 2013 (including any statutory modifications(s) or re- enactment thereof for the time being in force) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time.

Anheuser Busch Inbev India Limited (formerly known as Sabmillier India Limited)

CIN: U65990MH1988PLC049687

Registered Office Address: Unit No.301-302, Dynasty Business Park, B Wing 3rd Floor, Andheri Kurla Road, Mumbai 400059 IN

Corporate Office Address: 6th Floor, Green Heart Building MFAR Manyata Tech Park, Phase IV, Nagavara Bangalore 560045 IN

4. THE PRICE AT WHICH THE ALLOTMENT IS PROPOSED:

The equity shares are being offered at a share price of INR 47.70 (Rupees Forty-Seven and Seventy Paise) each i.e. at a face value of INR 10 (Rupees ten) and a premium of INR 37.70 (Rupees Thirty-Seven and Seventy Paise) per equity share.

5. THE BASIS ON WHICH THE PRICE HAS BEEN ARRIVED AT:

The price of the equity shares proposed to be issued is determined on the basis of the Valuation Report dated June 15, 2024 ("**Valuation Report**") submitted by Ernst & Young Merchant Banking Services LLP, a SEBI-Registered Merchant Banker, having Registration No. INM000010700.

6. NAME AND ADDRESS OF THE VALUER WHO PERFORMED THE VALUATION

Name: Ernst & Young Merchant Banking Services LLP, a SEBI-Registered Merchant Banker
Address: 12th Floor, The Ruby, 29 Senapati Bapat Marg, Dadar West, Mumbai, Maharashtra 400028, India

7. RELEVANT DATE WITH REFERENCE TO WHICH THE PRICE HAS BEEN ARRIVED AT:

March 31, 2024

8. TERMS OF ISSUE, INCLUDING TERMS AND RATE OF DIVIDEND ON EACH SHARE, ETC.

The equity shares shall rank *pari-passu* with existing equity Shares.

9. THE CLASS/CLASSES OF PERSONS TO WHOM THE ALLOTMENT IS PROPOSED TO BE MADE:

The offer of the issuance of equity shares is being made to AB Inbev Asia B.V. which is the Holding Company and one of the promoters of the Company.

10. INTENTION OF PROMOTERS, DIRECTORS OR KEY MANAGERIAL PERSONNEL TO SUBSCRIBE TO THE OFFER:

AB Inbev Asia B.V., an existing shareholder and promoter of the Company, intends to subscribe to 8,90,00,000 equity shares (100% of offered shares) of the Company so as to facilitate the Company to fulfill its operational needs

11. OFFER PERIOD:

The offer will be valid for the period of 60 (sixty) days from the date of issue of the offer letter

Anheuser Busch Inbev India Limited (formerly known as Sabmiller India Limited)

CIN: U65990MH1988PLC049687

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and will lapse on the offer closing date (as defined in the offer letter) within which period offeree is required to submit its acceptance to subscribe to the equity shares in whole or part, failing which the offer will be deemed to have been rejected by the investor.

12. THE PROPOSED TIME WITHIN WHICH THE ALLOTMENT SHALL BE COMPLETED:

The equity share will be allotted to the offeree accepting the offer within a maximum period of 30 (Thirty) days from the date of the receipt of the subscription amounts from the investor.

13. THE NAME OF THE PROPOSED ALLOTEE AND THE PERCENTAGE OF POST PREFERENTIAL OFFER CAPITAL THAT MAY BE HELD BY THEM:

Name of the Allottee	Class of Shares	No. of Shares	Nominal Value per Share (in Rs.)	Total Nominal Value (in Rs.)	Percentage of Holding (Post Allotment)
AB Inbev Asia B.V.	Equity Shares	8,90,00,000	10	89,00,00,000	85.15

14. THE CHANGE IN CONTROL, IF ANY, IN THE COMPANY THAT WOULD OCCUR CONSEQUENT TO THE PREFERENTIAL OFFER:

Ab Inbev Asia B.V. is presently a majority shareholder in the Company having substantial control and post allotment of the equity shares on preferential basis, Ab Inbev Asia B.V. will continue to hold majority shareholding and control in the Company.

15. 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:

The Company has not offered or issued or allotted any securities during the current financial year of the Company.

16. THE JUSTIFICATION FOR THE ALLOTMENT PROPOSED TO BE MADE FOR CONSIDERATION OTHER THAN CASH TOGETHER WITH THE VALUATION REPORT OF REGISTERED VALUER:

Not Applicable, as the allotment is being made for cash.

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17. TERMS OF REDEMPTION

Not Applicable as the equity shares are not redeemable.

18. MANNER AND MODE OF REDEMPTION

Not Applicable as the equity shares are not redeemable.

19. THE EXPECTED DILUTION IN THE SHARE CAPITAL:

Negligible and immaterial.

20. PRE-ISSUE AND POST ISSUE SHAREHOLDING PATTERN OF THE COMPANY ON FULLY DILUTED BASIS:

Pre Issue Shareholding				Post Issue Shareholding			
Name of the Share Holder	No. of shares	Face value	percentage	Name of the Share Holder	No. of shares	Face value	percentage
AB Inbev Asia B.V.	77,73,38,105	10	83.73	AB Inbev Asia B.V.	86,63,38,105	10	85.15
Anheuser Busch Inbev Breweries Private Limited	142,076,253	10	15.83	Anheuser Busch Inbev Breweries Private Limited	142,076,253	10	13.96
SAB India Holdings	5,590,817	10	0.62	SAB India Holdings	5,590,817	10	0.55
Others	3,417,628	10	0.38	Others	3,417,628	10	0.34
Total	92,84,22,803	-	100	Total	101,74,22,803		100

21. OTHERS:

None of the Directors, Key Managerial Personnel and their relatives, are in any way interested or concerned in the proposal either directly or indirectly contained as aforesaid, except as members of the Company.

ITEM NO. 2 AND 3

The members may be informed that the Company had inadequate profits and the managerial remuneration paid to Mr. Kartikeya Sharma and Mr. Mahesh Kumar Mittal, Whole Time Directors of the Company for the Financial Year 2022-23 exceeded the limits prescribed under section 197, 198 read with schedule V of the Act.

Pursuant to Section 197(10) of the Act, the members of the Company can waive the recovery of excess remuneration by passing a special resolution.

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Considering the contribution of these managerial personnel to the Company, the remuneration paid to these Whole Time Directors of the Company, is apt and justifiable and approval of members of the Company is being sought to waive off the excess remuneration paid due to inadequate profits.

The Board, on the recommendation of the Nomination and Remuneration Committee at their respective meetings, have ratified excess remuneration paid to Mr. Kartikeya Sharma, Whole time Director for FY 2022-23 subject to the approval of the members of the Company.

The details regarding prescribed limits and remuneration paid is as under:

Name	Effective Capital as of 31st March 2020 (In INR Million)	Prescribed Limit under Schedule V of Companies Act, 2013 (INR Million)	Amount of Remuneration paid during FY 2022-23 (INR Million)	Excess amount Paid during FY 2021-22 (INR million)
Mr. Kartikeya Sharma	10,504	12.80	33.18	20.38
Mr. Mahesh Kumar Mittal	10,504	12.80	17.74	4.94

Approval of the members of the Company by way of special resolution is required to consider, approve, and ratify payment of remuneration beyond prescribed limits and waive recovery of the amount of excess remuneration paid to Mr. Kartikeya Sharma and Mr. Mahesh Kumar Mittal, Whole Time Directors of the Company for FY 2022-23.

The statement of disclosures under Section 197 of CA 2013 read along with the rules framed thereunder and Schedule V is provided below:

GENERAL INFORMATION					
1.	Nature of Industry	Manufacture and Sale of Beer			
2.	Date or expected date of commencement of commercial production	The Company was incorporated on November 18, 1988.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.			
4.	Financial performance based on given indicators		<i>Standalone (Rs. In Million)</i>		
		<i>Particulars</i>	<i>2021-22 (Audited)</i>	<i>2020-21 (Audited)</i>	<i>2019-20 (Audited)</i>
		Total income	36,941	28,520	33,975
		Total expenses	40,594	35,573	40,803
		Earnings before interest, tax, depreciation and amortization (EBITDA)	(3,653)	(3,909)	(3,295)

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		Less: Depreciation and Amortization Expenses and Finance expenses	2,448	3,144	3,533
		Profit / (Loss) before taxation	(3,653)	(7,053)	(6,828)
		Tax expense:			
		(a) Current/Deferred tax	NIL	NIL	NIL
		(b) Pertaining to earlier years	NIL	NIL	(55)
		Profit / (Loss) after tax	(3,653)	(7,053)	(6,773)

5. Foreign investments or collaborations, if any. The table below provides details of foreign investment in the Company (as on date):

Name of the foreign investor	Nature of investment	No. of Shares held	% of shares held
AB Inbev Asia B.V.	Equity shares	777,338,105	83.73
Anheuser-Busch InBev Breweries Private Limited	Equity shares	14,20,76,253	15.30
SABMiller India Holdings	Equity shares	55,90,817	0.60
Austindia Pty Limited	Equity shares	16,51,174	0.18

INFORMATION ABOUT THE APPOINTEE

		Mr. Kartikeya Sharma	Mr. Mahesh Kumar Mittal
6.	Background details	Mr. Kartikeya Sharma has long association of over 15 years with the Company. He has a deep understanding of the consumer coupled with the dynamics of the industry and commercial acumen.	Mr. Mahesh Kumar Mittal has diverse management and operations experience within Plant operations, Safety, Environment, Quality, Facility Engineering, projects and Maintenance disciplines & lean methodology implementation. He heads the Supply function for AB InBev in India & South East Asia, and he has been with the company for over 15 years.
7.	Past remuneration	From 04.09.2020 to 31.03.2021: INR 16.94 million FY 2021-22: INR 34.28 million	From 25.02.2021 to 31.03.2021: INR 0.49 million FY 2021-22: INR 15.64 million
8.	Recognition or awards	NIL	NIL
9.	Job profile and his suitability	Mr. Kartikeya Sharma as Whole Time Director will be responsible to deliver the business objectives of the Company. He has the relevant industry experience and has already played a key role in the various leadership positions held by him previously in the Company.	Mr. Mahesh Kumar Mittal as Whole Time Director is responsible to deliver the business objectives of the company as set by the Board of Directors. He has the relevant industry experience and has already held various leadership positions previously in the Company.
10.	Remuneration paid	FY 2022-23: INR 33.18 million	FY 2022-23: INR 17.74 million

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11.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration drawn by Whole Time Director is comparable with the remuneration drawn by Whole Time Director of similarly sized companies in the Beer industry. The compensation is determined in accordance with the Remuneration Policy of the Company and basis the remuneration for persons of his qualification, experience and the responsibility assigned.	The remuneration drawn by Whole Time Director is comparable with the remuneration drawn by Whole Time Director of similarly sized companies in the Beer industry. The compensation is determined in accordance with the Remuneration Policy of the Company and basis the remuneration for persons of his qualification, experience and the responsibility assigned.
12.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	None of the Directors except Mr. Kartikeya Rawal have any pecuniary relationship directly or indirectly either with the company or with any managerial personnel, except to the extent of their remuneration.	None of the Directors except Mr. Mahesh Kumar Mittal have any pecuniary relationship directly or indirectly either with the company or with any managerial personnel, except to the extent of their remuneration.
OTHER INFORMATION			
13.	Reasons of loss or inadequate profits	The company incurred losses due to huge operational cost.	
14.	Steps taken or proposed to be taken for improvement	The Management has commenced work on and intends to commence various initiatives for future revenue growth from new strategic key units (brands) focused on premiumization, revisions in volume, positive outcome on duty reductions through moderation agenda etc., and anticipates that over a period, these initiatives would result in improved sales and margins, supported by the cost reduction measures	
15.	Expected increase in productivity and profits in measurable terms	The Company does not give futuristic financial guidance.	

The Board of Directors accordingly recommends the resolution set out in accompanying notice for the approval of the members of the Company by way of a **Special Resolution**.

Except the Director named above or his relatives, none of the Directors and Key Managerial Personnel or their relatives are concerned or interested financially or otherwise, in the resolutions set out at Item No. 2 and 3 of this notice.

By order of the Board
Anheuser Busch Inbev India Limited

Mahesh Kumar Mittal
Whole Time Director
DIN:09071616

Date: July 29, 2024
Place: Bengaluru, India

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