

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 1st EXTRA-ORDINARY GENERAL MEETING OF ANHEUSER BUSCH INBEV INDIA LIMITED (THE "COMPANY") FOR THE FINANCIAL YEAR 2021-22 WILL BE HELD ON TUESDAY, 30TH NOVEMBER 2021 AT 12:00 PM THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESS.

SPECIAL BUSINESS

1. To issue equity shares by way of conversion of External Commercial Borrowings

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 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and any other applicable guidelines/regulations issued by Reserve Bank of India under the Foreign Exchange Management Act, 1999 (including any statutory modification or enactment thereof, for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to issue 162,893,082 [Sixteen Crores, Twenty Eight Lakhs, Ninety Three Thousand and Eighty Two only] equity shares, having face value of INR 10 (Rupees Ten) each at a premium of INR 37.70 (Rupees Thirty Seven and Seventy Paise) per equity share on preferential basis to AB Inbev Asia B.V. (formerly known as Sabmiller Asia B.V.), by way of conversion of existing outstanding External Commercial Borrowing amounting to USD 105000000 [Ten Crores and Fifty Lakhs only] ("**ECB facilities**") in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

"RESOLVED FURTHER THAT the draft private placement offer in Form PAS-4 ("**Offer letter**") for conversion of ECB Facilities into equity shares on a private placement basis as placed before the Board, duly initialed by the chairman for the purpose of identification, be and is hereby approved."

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorised to make any corrections, amendments, deletions, additions in the Offer Letter relating to the proposed offer, to give any information, explanation, declaration and confirmations as may be required by the concerned authorities."

"RESOLVED FURTHER THAT the equity shares to be so allotted and issued to AB Inbev Asia B.V. (formerly known as Sabmiller Asia B.V.) pursuant to conversion of ECB Facilities shall rank *pari- passu* in all respects with the existing equity shares of the Company."

"RESOLVED FURTHER THAT any director(s) of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable or as may be required to create, offer, issue and allot the aforesaid shares, and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection with or incidental thereto as the Board in its absolute discretion may deem fit."

"RESOLVED FURTHER THAT any director(s) of the Company be and are hereby severally authorized to sign, execute, exchange necessary application, documents, papers etc. including signing and issuing the notice of extra ordinary general meeting of the Company, signing of Offer Letter, filing of necessary forms with Registrar of Companies, Form

Anheuser Busch InBev India Limited
(Formerly called SABMiller India Limited)

CIN: U65990MH1988PLC049687

Corporate Office: 6th Floor, Green Heart Building, Manyata Tech Park, Nagvara, Bengaluru – 560045

Registered Office: 301/302, Dynasty Business Park, B Wing, Andheri Kurla Road, Andheri (E), Mumbai – 400059

Tel: +91 (80) 39499999

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FC-GPR with the Reserve Bank of India (RBI), ECB returns with RBI or any other statutory authority and to do any other acts, things and deeds as may be required for the purpose of the above resolutions.”

“**RESOLVED FURTHER THAT** any director(s) of the Company be and is hereby authorised to issue a certified copy of this resolution to anyone concerned or interested in the matter.”

2. To approve the issuance of equity shares 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 42 and section 62(1)(c) of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), Rules made thereunder, any other applicable guidelines/regulations issued by the Government of India and any other relevant authority(ies), including but not limited to the Reserve Bank of India under the Foreign Exchange Management Act, 1999 (including any statutory modification or enactment thereof, for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to offer and issue 117,925,000 [Eleven Crores, Seventy Nine Lakhs and Twenty Five Thousand only] equity shares of INR 10 (Rupees Ten) each at a premium of INR 37.70 (Rupees Thirty Seven and Seventy Paise) per equity share by way of preferential allotment on private placement basis to AB Inbev Asia B.V. (formerly known as Sabmiller Asia B.V.) in the manner as prescribed below:

Name of Investor	Address	No. of Equity Shares	Total Value (in INR)
AB Inbev Asia B.V. (formerly known as Sabmiller Asia B.V.)	Ceresstraat 1, 4811, CA Breda, Or Postbus 3212 4800 MA Breda, the Netherlands	117,925,000	562,50,22,500
Total		117,925,000	562,50,22,500

“**RESOLVED FURTHER THAT** the draft private placement offer in Form PAS-4 (“Offer Letter”) for the issuance of the 117,925,000 [Eleven Crores, Seventy Nine Lakhs and Twenty Five Thousand only] equity shares on a private placement basis as placed before the meeting, duly initialed by the chairman for the purpose of identification, be and is hereby approved.”

“**RESOLVED FURTHER THAT** any directors(s) of the Company be and are hereby authorised to make any corrections, amendments, deletions, additions in the Offer Letter relating to the proposed offer, to give any information, explanation, declaration and confirmations as may be required by the concerned authorities.”

“**RESOLVED FURTHER THAT** any directors(s) of the Company, be and are hereby severally authorised to make necessary filings with the statutory authorities, including but not limited to the Registrar of Companies, Form FC-GPR with the Reserve Bank of India and to take such necessary steps and action, obtain consent or give directions as may be required or necessary in their absolute discretion for the purpose of offering equity shares to the investor in the manner specified above, to settle any questions that may arise in this regard or necessary or desirable in

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connection with or incidental to giving effect to the above resolutions, and to submit all documents to the concerned authorities with respect to the same.”

For, Anheuser Busch Inbev India Limited

Name: Mahesh Kumar Mittal

Director

DIN: 09071616

Address:

248, Sahab Ganj, Bargawan,
Gonda, Uttar Pradesh - 271002

Place: Bangalore

Date: 02.11.2021

Notes:

1. In view of the massive outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 10/2021 dated June 23, 2021 (collectively referred to as “MCA Circulars”) permitted companies to pass resolutions by conducting the General Meeting through VC / OAVM, without the physical presence of the members at a common venue, subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“CA 2013”), this Extra-Ordinary General Meeting of the Company is being held through VC / OAVM.
2. The Company has enabled the members to participate at the EGM through VC/ OAVM facility provided by National Securities Depository Limited (NSDL). The instructions for participation by members are given in the subsequent paragraphs. The facility of participation at the EGM through VC/ OAVM will be made available for 1,000 (one thousand) members on first-come-first-served basis. This will not include large Shareholders (that is, shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the EGM without restriction on account of first-come-first-served basis.
3. In addition to the above, the proceedings of the EGM will be web-casted live for all the shareholders. The shareholders can visit <https://www.nsdl.co.in/> and login through existing user id and password to watch the live proceedings of the General Meeting on Tuesday, November 30, 2021 from 12:00 noon (IST) onwards.
4. As per the provisions of the MCA Circulars, members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of CA 2013.
5. As per CA 2013, a member entitled to attend and vote at the meeting is entitled to appoint a

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proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since, this EGM is being held through VC / OAVM and pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this notice.

6. As this EGM will be held through VC/ OAVM, the route map of the venue of the meeting is not annexed to this notice.
7. In compliance with the MCA Circulars, notice of the EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. Members may note that this notice will also be available on the website of NSDL (agency for providing e-Voting facility) at www.evoting.nsdl.com.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM is available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. For receiving all communication (notice for EGM, e-voting instructions) from the Company electronically:
 - (a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company's Registrar and Share Transfer Agent ("RTA"), Link Intime India Private Limited having its office at C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra with details of folio number, name of shareholder, attaching a scanned copy of share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of AADHAR card) at rnt.helpdesk@linkintime.co.in with a copy marked to the Company at Nidhi.Sinha@in.ab-inbev.com.
 - (b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository through their Depository Participant(s).
10. 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 that is, Tuesday, November 23, 2021, or has registered his/her/its e-mail address after dispatch of the notice of EGM, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or contacting the RTA at rnt.helpdesk@linkintime.co.in.

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 toll-free no.:1800-222-990.
11. 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 e-voting at the EGM.
12. The Company has appointed Mr. Mitesh Dhabliwala (FCS 8311) and failing her Ms. Sarvari Shah (FCS 9697) of Parikh & Associates, Practicing Company Secretaries, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
13. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting will be announced by the Chairman or any Director of the Company duly authorized, on or before Friday, December 3, 2021 and will also be displayed on the website of the NSDL (<https://www.nsdl.co.in>), besides being communicated to the Depositories and RTA.
14. All documents referred to in the accompanying notice and the explanatory statement, including Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under CA 2013 shall be available for inspection electronically. Members seeking to inspect such documents can send an email to Nidhi.Sinha@in.ab-inbev.com

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15. An explanatory statement pursuant to Section 102 (1) of CA 2013, relating to the special businesses to be transacted at the EGM are annexed hereto and forms part of this notice .
16. Voting through electronic means:
 - i. In compliance with the provisions of Section 108 of CA 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of the MCA Circulars, the Company is pleased to provide the facility to members to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic means – both through remote e-voting and e-voting during the EGM. For this purpose, the Company has appointed National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM (that is, remote e-voting) will be provided by NSDL. Such remote e-voting facility is in addition to e-voting that will take place at the EGM being held through VC/ OAVM.
 - ii. Members joining the EGM through VC/ OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the EGM.
 - iii. Members who have already cast their votes by remote e-voting prior to the EGM may also join the EGM through VC/ OAVM but shall not be entitled to cast their vote again at the EGM.

The remote e-voting period begins on Saturday, November 27, 2021 at 9:00 A.M. and ends on Monday, November 29, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, November 23, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. Tuesday, November 23, 2021.

How do I vote electronically using NSDL e-Voting system?

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS”

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	<p>Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. 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. Once the home page of e-Voting system 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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 or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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. 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 or joining virtual meeting & voting during the meeting.
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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 abovementioned 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 :

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

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	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. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- 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.
- Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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 etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.

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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.

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 cs@parikhassociates.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.
3. 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 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Nidhi.Sinha@in.ab-inbev.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Nidhi.Sinha@in.ab-inbev.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

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2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

Instructions for attending EGM through VC/ OAVM:

1. Members may access the platform to attend the EGM through VC/ OAVM at www.evoting.nsdl.com by using their remote e-voting credentials.
2. The facility for joining the EGM shall open 15 minutes before the scheduled time for commencement of the EGM and shall be closed after the expiry of 15 minutes after such schedule time.
3. Members are encouraged to join the EGM using Google Chrome, Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
4. Members will be required to grant access to the web-cam to enable two-way video conferencing.
5. Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. Members are advised to use stable Wi-Fi or LAN connection to participate at the EGM through VC/ OAVM in a smooth manner.
6. Members who may want to express their views or ask questions at the EGM may do so through the Live chat facility that will be provided during the entire duration of the EGM, by mentioning their name, demat account number/folio number, email ID and mobile number. The Members may also write to Nidhi.Sinha@in.ab-inbev.com in case of any queries regarding the General Meeting, including businesses to be transacted at the EGM and the answers will be announced by the Chairman during the EGM.
7. Members who may require any technical assistance or support before or during the EGM are requested to contact NSDL at toll free no.: 1800-222-990 or write to them at evoting@nsdl.co.in.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice and shall be taken as forming part of the notice.

Item 1 & 2.

The Company had availed external commercial borrowings (“**ECB Facilities**”) aggregating upto USD 110 Million from AB Inbev Asia B.V. (formerly known as Sabmiller Asia B.V.) in accordance with the terms and conditions set out in the facility agreements dated July 31, 2014, and December 6, 2012 (as amended from time to time). It is proposed to convert the outstanding of the ECB Facilities into equity shares of the Company to be issued to AB Inbev Asia B.V. (formerly known as Sabmiller Asia B.V.) on preferential allotment / private placement basis.

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.

Further, the Company requires infusion of additional funds for operational needs of the Company. In this regard, it is proposed to raise funds on private placement basis from the existing shareholder of the Company i.e., AB Inbev Asia B.V. (formerly known as Sabmiller Asia B.V.).

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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 this resolution 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 and Item 2, 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 of Subscription Securities (in Rs.)	Premium per Subscription Securities (in Rs.)	Total Amount to be raised
117,925,000 by way of fresh issue	Equity Share	10	37.7	562,50,22,500
162,893,082 pursuant to conversion of ECB Facilities	Equity Share	10	37.7	Nil

2. THE OBJECTIVES 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.

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 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 equity shares price proposed to be issued is determined on the basis of the Valuation Report dated September 28, 2021 ("**Valuation Report**") submitted by Mrs. Shilpa Kiran Gududur, Registered Valuer,

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having Registration No. IBBI/RV/04/2019/10998 (COP No. IIV-RVO/OM/380/2019). The copy of the Valuation Report issued has also been circulated to the members of the Company along with the offer letter.

6. NAME AND ADDRESS OF THE VALUER WHO PERFORMED VALUATION

Name: Mrs. Shilpa Kiran Gududur, Registered Valuer
Address: L506, Purva Panorama Apts Kalena Agrahara, Bannerghatta Road, Bangalore – 560 076

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

August 31, 2021

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 the following investor in the manner as prescribed below:

Name of Investor	Address	No. of Equity Shares	Total Value (in Rs.)
AB Inbev Asia B.V. (formerly known as Sabbmiller Asia B.V.)	Ceresstraat 1, 4811, CA Breda, Or Postbus 3212 4800 MA Breda, the Netherlands	28,08,18,082	1339,50,22,511
Total	28,08,18,082	1339,50,22,511	Total

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

No promoter, director or key managerial personnel intend to subscribe in the proposed subscription of equity shares.

AB Inbev Asia B.V., an existing shareholder of the Company, intends to subscribe 28,08,18,082 equity 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 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)

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days from the date of the receipt of the subscription amounts from the investor.

13. THE NAME OF THE PROPOSED ALLOTTEE 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 Preferential Allotment)
AB Inbev Asia B.V. (formerly known as SabMiller Asia B.V.)	Equity Shares	28,08,18,0 82	10	280,81,80,820	83.16

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 private placement cum 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:

The proposed fresh issue and allotment of 117,925,000 Equity Shares is being made. Further, 162,893,082 Equity shares are being issued pursuant to conversion of ECB Facilities.

17. TERMS OF REDEMPTION OF EQUITY SHARES

The equity shares are not redeemable.

18. MANNER AND MODE OF REDEMPTION

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 DILUATED BASIS:

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Sl. No.	Category	Pre Issue		Post Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' holding				
1	Indian:	14,20,76,253	23.04		
	Individual	0	0		
	Bodies Corporate	0	0		
	Sub-Total	14,20,76,253	23.04		
2	Foreign Promoters	47,27,35,171	76.68		
	Sub Total (A)	61,48,11,424	99.72		
B	Non-Promoters' Holding				
1.	Institutional Investors	6,248	0		
2.	Non- Institution:	0	0		
	Private Corporate Bodies	0	0		
	Directors and Relatives	0	0		
	Indian Public	15,99,205	0.26		
	Others (Including NRIs)	1,61,001	0.02		
	Sub-Total	7,66,454	0.28		
	GRAND TOTAL	1	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.

For, Anheuser Busch Inbev India Limited

Name: Mahesh Kumar Mittal

Director

DIN: 09071616

Address:

248, Sahab Ganj, Bargawan,
Gonda, Uttar Pradesh - 271002

Place: Bangalore

Date: 02.11.2021

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