

General Information about Company

Scrip code	532478
Name of the entity	UNITED BREWERIES LIMITED
Reporting Quarter	Quarterly
Date of Report	31-03-2019
Risk management committee	Applicable

I. Composition of Board of Directors

SN	Title (Mr./Ms.)	Name of the Director	PAN and DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment in the current term / cessation	Tenure of Director (in months)	No. of Directorship in listed entities including this listed entity (Refer Regulation 25 (1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26 (1) of Listing Regulations)
1.	Mr.	Shekhar Ramamurthy	PAN: APWPS7970Q DIN: 00504801	Executive Director / CEO-MD	01-08-2015	--	01	--	--
2.	Mr.	Ayani Kurussi Ravi Nedungadi	PAN: AAFPN6044A DIN: 00103214	Non-Executive-Non-Independent Director	09-08-2002	--	01	--	--
3.	Mr.	Chugh Yoginder Pal (*)	PAN: AAAPP6306L DIN: 00106536	Non-Executive-Independent Director / Chairperson	04-09-2014	60	02	03	02
4.	Mr.	Sunil Kumar Alagh	PAN: ACTPA7811L DIN: 00103320	Non-Executive-Independent Director	04-09-2014	60	02	03	01

SN	Title (Mr./Ms.)	Name of the Director	PAN and DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment in the current term / cessation	Tenure of Director (in months)	No. of Directorship in listed entities including this listed entity (Refer Regulation 25 (1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26 (1) of Listing Regulations)
5.	Mr.	Chhaganlal Meghraj Jain	PAN: ACWPJ2205J DIN: 00102910	Non-Executive-Independent Director	04-09-2014	60	03	04	02
6.	Mrs.	Kiran Mazumdar Shaw	PAN: ACMPM8240N DIN: 00347229	Non-Executive-Independent Director	04-09-2014	60	05	01	--
7.	Mr.	Madhav Bhatkuly	PAN: AAAPB7378J DIN: 00796367	Non-Executive-Independent Director	04-09-2014	60	01	--	--
8.	Mr.	Stephan Friedhlm Gerlich	PAN: AGZPG9440K DIN: 00063222	Non-Executive-Independent Director	04-09-2014	60	01	--	--
9.	Mr.	Christiaan J van Steenbergen	Foreign Director DIN: 0007972769	Non-Executive-Non-Independent Director	08-11-2017	--	01	--	--
10.	Mr.	Rudolf Gijsbert Servaas Van Den Brink	Foreign Director DIN: 08256382	Non-Executive-Non-Independent Director	14-11-2018	--	01	--	--

(*) United Breweries Limited has adopted a principle of rotating chairperson, since the former designated Chairman Dr. Vijay Mallya ceased to be a Director on account of the order of the Securities and Exchange Board of India dated January 25, 2017. Dr. Vijay Mallya was restrained from holding a position of a director or key managerial personnel of a listed company pursuant to the said order and consequently, he ceased to be the Chairman of the Company. The Articles of Association of the Company (the Articles) allow for a nominee to be appointed by Dr. Vijay Mallya and till date he has not made any nomination. In compliance with the law and the Articles, the Company has opted to rotate the chairperson, while keeping the interest of its shareholders paramount.

II. Composition of Committees

SN	Name of the Committee	Name of Committee members	Category (Executive Director / Non-Executive-Non-Independent Director / Non-Executive-Independent Director / Non-Executive-Nominee Director / Chairperson / Member)
1.	Audit Committee	Mr. Chugh Yoginder Pal Mr. Sunil Kumar Alagh Mr. Chhaganlal Meghraj Jain	Non-Executive-Independent Director/Chairperson Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member
2.	Nomination & Remuneration Committee	Mr. Sunil Kumar Alagh Mr. Chugh Yoginder Pal Mr. Chhaganlal Meghraj Jain Mr. A K Ravi Nedungadi Mr. Christiaan J van Steenberg	Non-Executive-Independent Director/Chairperson Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member Non-Executive-Non-Independent Director/Member Non-Executive-Non-Independent Director/Member
3.	Stakeholders' Relationship Committee	Mr. Chugh Yoginder Pal Mr. Sunil Kumar Alagh Mr. Chhaganlal Meghraj Jain	Non-Executive-Independent Director/Chairperson Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member
4.	Risk Management Committee	Mrs. Kiran Mazumdar Shaw Mr. Shekhar Ramamurthy Mr. Chugh Yoginder Pal Mr. Chhaganlal Meghraj Jain Mr. Madhav Bhatkuly Mr. Stephan Friedhlm Gerlich	Non-Executive-Independent Director/Chairperson Executive Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member
5.	Corporate Social Responsibility Committee	Mr. Madhav Bhatkuly Mr. Shekhar Ramamurthy Mr. Sunil Kumar Alagh Mrs. Kiran Mazumdar Shaw	Non-Executive-Independent Director/Chairperson Executive Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member
6.	Borrowing Committee	Mr. Chhaganlal Meghraj Jain Mr. A K Ravi Nedungadi Mrs. Kiran Mazumdar Shaw	Non-Executive-Independent Director/Chairperson Non-Executive-Non-Independent Director/Member Non-Executive-Independent Director/Member

III. Meeting of Board of Directors

S.N.	Date(s) of meeting (if any) in the previous quarter	Date (s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutives (in number of days)
1.	14.11.2018	08.01.2019	36
2.	07.12.2018	14.02.2019	

IV. Meeting of Committees

S.N.	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No) and (Details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
1.	Audit Committee	13.02.2019	Yes-All Directors were present	13.11.2018	91
	Audit Committee	25.03.2019	Yes-All Directors were present		
2.	Nomination and Remuneration Committee	08.01.2019	Yes-All Directors were present	24.10.2018 13.11.2018	56
3.	Stakeholders' Relationship Committee	06.03.2019	Yes-All Directors were present	14.11.2018	112
4.	Risk Management Committee (*)	25.03.2019	Yes-All Directors were present	NIL	--
5.	Borrowing Committee	08.01.2019	Yes-All Directors were present	NIL	--
6.	Share Transfer Committee (*)	01.02.2019	Yes-All Directors were present	10.10.2018	48
		21.03.2019	Yes-All Directors were present	14.11.2018 18.12.2018	

(*) These committees are not mandatory under the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

V. Related Party Transactions

S.N.	Subject	Compliance status (Yes/No/NA)
1.	Whether prior approval of audit committee obtained	Yes
2.	Whether shareholder approval obtained for material RPT	NA
3.	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

VI. Affirmation

S.N.	Subject	Compliance status (Yes/No)
1.	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
2.	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee	Yes
3.	The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligation and disclosure requirements) Regulations, 2015.	Yes
4.	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5.	<u>This report and/or the report submitted in the previous quarter has been placed before Board of Directors.</u> The report for the quarter ended 31-03-2019 shall be placed before the Board of Directors at the next meeting of the Board. The report for previous quarter ended December 31, 2018 was placed before the Board of Directors at their meeting held on February 14, 2019.	Yes
6.	Any comments/observations/advice of Board of Directors may be mentioned here:	NIL

Dated: April 05, 2019.

For UNITED BREWERIES LIMITED



GOVIND IYENGAR
Senior Vice President – Legal &
Company Secretary

I. Disclosure on website in terms of Listing Regulations

Item	Compliance Status (Yes/No/NA) <small>refer note below</small>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/Whistle Blower Policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors (*)	NA
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

II. Annual Affirmations

Particulars	Regulation Number	Compliance Status (Yes/No/NA) <small>refer note below</small>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16 (1) (b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes

Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (5-8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions (#)	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors (*)	25(7)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes


Disclosure of Notes:

(*) The existing Independent Directors are associated with the Company for several years and are fully conversant with the business and operations of the Company. Familiarization program for new independent Directors as and when inducted will be conducted to familiarize them with the company, their roles, rights, responsibility in the Company, market, business model of the Company etc.

(#) The Company has not entered into any transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

III. Affirmations

SN	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Dated: April 05, 2019.	For UNITED BREWERIES LIMITED  GOVIND IYENGAR Senior Vice President – Legal & Company Secretary
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