

## General Information about Company

BSE Scrip code	<b>532478</b>
NSE Symbol	<b>UBL</b>
Name of the entity	<b>UNITED BREWERIES LIMITED</b>
ISIN	<b>INE686F01025</b>
Financial Year	<b>01-04-2019 to 31-03-2020</b>
Reporting Quarter/Yearly	<b>Quarterly/Yearly</b>
Date of Report	<b>31-03-2020</b>
Risk management committee	<b>Applicable</b>
Market Capitalisation as per immediate previous Financial Year	<b>Top 100 listed entities</b>

## I. Composition of Board of Directors

Title (Mr /Ms)	Name of the Director/s	PAN and DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of appointment	Date of Re-appointment	Date of Cessation	Tenure of Director (Total period from which ID is serving on BOD in continuity) (**)	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	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)
Mr.	Shekhar Ramamurthy	PAN:APWPS7970Q DIN:00504801	Executive Director/MD	01.08.2015	NIL	NIL	56 months	04.10.1961	01	NIL	NIL	NIL
Mr.	Ayani Kurussi Ravi Nedungadi	PAN:AAFPM6044A DIN:00103214	Non-Executive Non-Independent Director	09.08.2002	NIL	NIL	212 months	20.10.1957	01	NIL	01	NIL
Mr.	Sunil Kumar Alagh	PAN:ACTPA7811L DIN:00103320	Non-Executive Independent Director	29.04.2005	03.09.2019	NA	179 months	06.11.1946	02	01	02	01
Ms.	Kiran Mazumdar Shaw	PAN:ACMPM8240N DIN: 00347229	Non-Executive Independent Director	26.10.2009	03.09.2019	NA	125 months	23.03.1953	05	02	NIL	NIL

Title (Mr /Ms)	Name of the Director/s	PAN and DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of appointment	Date of Re-appointment	Date of Cessation	Tenure of Director (Total period from which ID is serving on BOD in continuity) (**)	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	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)
Mr.	Madhav Bhatkuly	PAN:AAAPB7378J DIN:00796367	Non-Executive Independent Director	26.10.2009	03.09.2019	NA	125 months	22.01.1966	01	01	NIL	02
Mr.	Stephan Friedhlm Gerlich	PAN:AGZPG9440K DIN:00063222	Non-Executive Independent Director/ Chairman (*)	02.07.2010	03.09.2019	NA	117 months	11.09.1958	01	01	01	NIL
Mr.	Christiaan J van Steenberg	Foreign Director DIN:0007972769	Non-Executive Non-Independent Director	08.11.2017	NIL	NA	29 months	17.05.1956	01	NIL	NIL	NIL
Mr.	Rudolf Gijsbert Servaas Van Den Brink	Foreign Director DIN:08256382	Non-Executive Non-Independent Director	14.11.2018	NIL	NA	16 months	25.07.1973	01	NIL	01	NIL

#### **Notes**

(\*) 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 Securities and Exchange Board of India dated January 25, 2017. Dr. Vijay Mallya was restrained from holding a position of 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 Article, the Company has opted to rotate the chairman/chairperson, while keeping the interest of its shareholders paramount. Mr. Stephan Gerlich is now opted as Chairman for Board meetings.

(\*\*) The tenure of Independent Directors is calculated from the Initial date of appointment on the Board of the company.

## II. Composition of Committees

Name of the Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee Director)	Date of Appointment	Date of Cessation
Audit Committee	Yes	Mr. Madhav Bhatkuly Mr. Sunil Kumar Alagh Mr. Rudolf van den Brink	Non-Executive-Independent Director/Chairperson Non-Executive-Independent Director/Member Non-Executive-Non-Independent Director/Member	04.09.2019 29.04.2005 04.09.2019	NIL NIL NIL
Nomination & Remuneration Committee	Yes	Ms. Kiran Mazumdar Shaw Mr. Sunil Kumar Alagh Mr. A K Ravi Nedungadi Mr. Christiaan J van Steenberg	Non-Executive-Independent Director/Chairperson Non-Executive-Independent Director/Member Non-Executive-Non-Independent Director/Member Non-Executive-Non-Independent Director/Member	04.09.2019 27.05.2014 27.05.2014 04.09.2019	NIL NIL NIL NIL
Stakeholders' Relationship Committee	Yes	Mr. Madhav Bhatkuly Mr. Sunil Kumar Alagh Mr. A K Ravi Nedungadi Mr. Stephan Friedhlm Gerlich	Non-Executive-Independent Director/Chairperson Non-Executive-Independent Director/Member Non-Executive-Non-Independent Director/Member Non-Executive-Independent Director/Member	04.09.2019 27.05.2014 04.09.2019 04.09.2019	NIL NIL NIL NIL
Risk Management Committee	Yes	Mr. Sunil Alagh Mrs. Kiran Mazumdar Shaw Mr. Shekhar Ramamurthy Mr. Madhav Bhatkuly Mr. Stephan Friedhlm Gerlich Mr. Rudolf van den Brink Mr. Berend Odink	Non-Executive-Independent Director/Chairperson Non-Executive-Independent Director/Member Executive Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member Non-Executive-Non-Independent Director/Member Chief Financial Officer/Member (*)	04.09.2019 13.08.2014 01.08.2015 13.08.2014 14.11.2018 04.09.2019 04.09.2019	NIL NIL NIL NIL NIL NIL NIL
Corporate Social Responsibility Committee	Yes	Mr. Stephan Friedhlm Gerlich Mr. Shekhar Ramamurthy Mrs. Kiran Mazumdar Shaw Mr. A K Ravi Nedungadi Mr. Christiaan Van Steenberg	Non-Executive-Independent Director/Chairperson Executive Director/Member Non-Executive-Independent Director/Member Non-Executive-Non-Independent Director/Member Non-Executive-Non-Independent Director/Member	04.09.2019 01.08.2015 27.05.2014 04.09.2019 04.09.2019	NIL NIL NIL NIL NIL
Borrowing Committee	Yes	Mr. A K Ravi Nedungadi Mrs. Kiran Mazumdar Shaw Mr. Madhav Bhatkuly Mr. Sunil Alagh Mr. Stephan Friedhlm Gerlich Mr. Berend Odink	Non-Executive-Non-Independent Director/Chairperson Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member Chief Financial Officer/Member (*)	10.02.2011 10.02.2011 04.09.2019 04.09.2019 04.09.2019 04.09.2019	NIL NIL NIL NIL NIL NIL

(\*) Mr. Berend Odink, Chief Financial Officer is not a Director. He is a Key Managerial Personnel and therefore opted as member on Risk Management and Borrowing Committees.

### III. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Date (s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met (filled in only for the current quarter meeting)	Number of Directors present (filled in only for the current quarter meetings)	Number of independent directors' present (filled in only for the current quarter meetings)	Maximum gap between any two consecutives (in number of days)
07.11.2019	06.02.2020	Yes-All Directors were present	08	04	90 days
	17.03.2020	Yes-All Directors were present	08	04	

### IV. Meeting of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No) & (Details)	Number of Directors' present	Number of independent directors' present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	05.02.2020	Yes-All Directors were present	03	02	07.10.2019	90 days
	17.03.2020	Yes-All Directors were present	03	02	06.11.2019	
Nomination and Remuneration Committee	05.02.2020	Yes-All Directors were present	04	02	NIL	Not Applicable
	17.03.2020	Yes-All Directors were present	04	02	NIL	Not Applicable
Stakeholders' Relationship Committee	06.02.2020	Yes-All Directors were present	04	03	07.11.2019	90 days
	27.02.2020	Yes-Out of 4 directors, 2 directors were absent	02	01		
Risk Management Committee (*)	06.02.2020	Yes-All Directors were present	06	04	07.11.2019	90 days
Borrowing Committee	NIL	Not Applicable	Not Applicable	Not Applicable	07.11.2019	Not Applicable
Share Transfer Committee (*)	06.02.2020	Yes-All Directors were present	04	01	07.11.2019	90 days

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

### V. Related Party Transactions

<u>Subject</u>	<u>Compliance status (Yes/No/NA)</u>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
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. <b>a. Audit Committee</b> <b>b. Nomination &amp; Remuneration Committee</b> <b>c. Stakeholders Relationship Committee</b> <b>d. Risk Management Committee</b>	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 31-03-2020 shall be placed before the Board of Directors at the next meeting of the Board. The report for previous quarter ended December 31, 2019 was placed before the Board of Directors at their meeting held on February 06, 2020.	Yes
6.	Any comments/observations/advice of Board of Directors may be mentioned here:	NIL

Dated: April 02, 2020

For UNITED BREWERIES LIMITED  
Sd/-  
**GOVIND IYENGAR**  
Senior Vice President – Legal &  
Company Secretary

**Format – End of the Financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Item	Compliance Status (Yes/No/NA) <small>refer note below</small>	If yes provide link to website. If No/NA provide reasons
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
c) Composition of various committees of board of directors	Yes	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
e) Details of establishment of vigil mechanism/Whistle Blower Policy	Yes	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
g) Policy on dealing with related party transactions	Yes	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
h) Policy for determining 'material' subsidiaries	Yes	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
i) Details of familiarization programmes imparted to independent directors (*)	NA	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
l) Financial results	Yes	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
m) Shareholding pattern	Yes	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
n) Details of agreements entered into with the media companies and/or their associates	NA	NA
o) Schedule of analyst or institutional investor meet, and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	NA
p) New name and the old name of the listed entity	NA	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
q) Advertisements as per regulation 47(1)	Yes	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
<b>As per order regulations of the LODR</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="http://www.unitedbreweries.com">www.unitedbreweries.com</a>
<b>It is certified that these contents on the website of the listed entity are correct</b>		

## 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), 17(A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	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
Recommendation of board	17(11)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), 23 (1A), (5-8)	Yes
Prior or <del>Omnibus</del> approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions (#)	23(4)	NA
Disclosure of related party transactions or consolidated basis	23(9)	Yes
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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes

Familiarization of independent directors (*)	25(7)	NA
Directors and Officers Insurance	25(10)	Yes
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**

<b>SN</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
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 02, 2020.	For UNITED BREWERIES LIMITED Sd/- <b>GOVIND IYENGAR</b> Senior Vice President – Legal & Company Secretary
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