

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L36999KA1999PLC025195

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACU6053C

(ii) (a) Name of the company

UNITED BREWERIES LIMITED

(a) Registered office address

"UB Tower", UB City, 24, Vittal Mallya Road, NA  
Bangalore  
Karnataka  
560001  
India

(b) \*e-mail ID of the company

gri@ubmail.com

(c) \*Telephone number with STD code

08045655000

(d) Website

www.unitedbreweries.com

(iii) Date of Incorporation

13/05/1999

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

2nd Floor Kences Towers ,1 Ramakrishna Street  
North Usman Road T Nagar

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

The Company declared to convey its Annual General Meeting on August 10, 2023.

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C1	Food, beverages and tobacco products	98.76

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	MALTEX MALSTERS LTD	U15137PB1968PLC00289 5	Subsidiary	51
2	KINGFISHER EAST BENGAL FOO	U91990WB1998PTC08685 2	Associate	49.99

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	4,129,800,000	264,405,149	264,405,149	264,405,149
Total amount of equity shares (in Rupees)	4,129,800,000	264,405,149	264,405,149	264,405,149

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	4,129,800,000	264,405,149	264,405,149	264,405,149
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	4,129,800,000	264,405,149	264,405,149	264,405,149

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	58,600,000	0	0	0
Total amount of preference shares (in rupees)	5,860,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares				
Number of preference shares	58,600,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	5,860,000,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	1,376,286	263,028,863	264405149	264,405,149	264,405,149	
<b>Increase during the year</b>	0	326,506	326506	326,506	326,506	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Dematerialisation of shares		326,506	326506	326,506	326,506	
<b>Decrease during the year</b>	326,506	0	326506	326,506	326,506	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	326,506		326506	326,506	326,506	
No of shareholders have transferred the shares in D						
<b>At the end of the year</b>	1,049,780	263,355,369	264405149	264,405,149	264,405,149	
<b>Preference shares</b>						

<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

**(ii)** Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☐ No

☒ Not Applicable

Separate sheet attached for details of transfers

☐ Yes

☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>

Ledger Folio of Transferor <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferor's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name
Ledger Folio of Transferee <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferee's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

166,428,800,000

**(ii) Net worth of the Company**

39,612,600,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	21,353,620	8.08	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	7,825,620	2.96	0	
10.	Others Foreign Promoters (shareholders)	163,081,891	61.68	0	
	<b>Total</b>	192,261,131	72.72	0	0

**Total number of shareholders (promoters)**

8

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	7,240,430	2.74	0	
	(ii) Non-resident Indian (NRI)	435,150	0.16	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	3,060,412	1.16	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	2,062,778	0.78	0	
4.	Banks	382,040	0.14	0	
5.	Financial institutions	17,018,187	6.44	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	34,874,474	13.19	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,000,395	1.51	0	
10.	Others          Provident Funds/ Pension F	3,070,152	1.16	0	
	<b>Total</b>	72,144,018	27.28	0	0

**Total number of shareholders (other than promoters)**

63,467

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

63,475

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	8	8
Members (other than promoters)	66,551	63,467
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	2	6	2	6	0	0
(i) Non-Independent	2	2	2	2	0	0
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>2</b>	<b>6</b>	<b>2</b>	<b>6</b>	<b>0</b>	<b>0</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RISHI PARDAL	02470061	Managing Director	0	04/05/2023
RADOVAN SIKORSKY	09684447	Director	0	
CHRISTIAAN AUGUST	07972769	Director	0	
JAN CORNELIS VAN D	08743047	Director	0	
KIRAN MAZUMDAR SH	00347229	Director	0	
GEETU GIDWANI VER	00696047	Director	0	
MANU ANAND	00396716	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ANAND THIRUMALACH	00118324	Director	0	
RADOVAN SIKORSKY	QGZPS1183P	CFO	0	
AMIT KHERA	ADIPK2718E	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

14

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MANU ANAND	00396716	Additional director	29/05/2022	Appointment
MANU ANAND	00396716	Director	10/08/2022	Change in designation
RADOVAN SIKORSKY	09684447	Additional director	15/08/2022	Appointment
RADOVAN SIKORSKY	09684447	Director	08/11/2022	Change in designation
RADOVAN SIKORSKY	QGZPS1183P	CFO	15/08/2022	Appointment
GEETU GIDWANI VER	00696047	Additional director	29/05/2022	Appointment
GEETU GIDWANI VER	00696047	Director	10/08/2022	Change in designation
ANAND THIRUMALACH	00118324	Additional director	22/02/2023	Appointment
AMIT KHERA	ADIPK2718E	Company Secretar	15/03/2023	Appointment
Berend Cornelis Roelof	09138421	Director	14/08/2022	Cessation
Berend Cornelis Roelof	AEEPO7564B	CFO	14/08/2022	Cessation
SUNIL KUMAR ALAGH	00103320	Director	13/06/2022	Cessation
STEPHAN FRIEDHELM	00063222	Director	13/06/2022	Cessation
GOVIND RANGRAJAN	AAAPI4647R	Company Secretar	01/01/2023	Cessation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	10/08/2022	62,232	53	63.4

## B. BOARD MEETINGS

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/04/2022	8	7	87.5
2	28/05/2022	8	7	87.5
3	14/06/2022	8	8	100
4	21/07/2022	8	8	100
5	27/07/2022	8	8	100
6	20/10/2022	8	8	100
7	09/02/2023	8	8	100
8	17/02/2023	8	5	62.5

## C. COMMITTEE MEETINGS

Number of meetings held

20

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	25/04/2022	4	3	75
2	Audit Committee	26/07/2022	4	4	100
3	Audit Committee	19/10/2022	4	4	100
4	Audit Committee	08/02/2023	4	4	100
5	Audit Committee	17/02/2023	4	3	75
6	Audit Committee	21/03/2023	4	3	75
7	Stakeholders R	22/07/2022	5	5	100
8	Stakeholders R	19/10/2022	5	5	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Stakeholders F	08/02/2023	5	5	100
10	Corporate Soc	07/10/2022	5	5	100

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	RISHI PARDA	8	7	87.5	5	5	100	
2	RADOVAN SIKH	3	3	100	6	3	50	
3	CHRISTIAAN	8	8	100	14	14	100	
4	JAN CORNEL	8	8	100	8	8	100	
5	KIRAN MAZUMDAR	8	5	62.5	10	5	50	
6	GEETU GIDWANI	6	6	100	17	17	100	
7	MANU ANAND	6	6	100	15	14	93.33	
8	ANAND THIRU	0	0	0	0	0	0	

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Rishi Pardal	Managing Direct	66,982,986	0	0	37,474,306	104,457,292
2	Mr. Berend Odink	Director	11,285,420	0	0	6,608,080	17,893,500
3	Mr. Radovan Sikors	Director	26,227,426	0	0	14,669,692	40,897,118
	Total		104,495,832	0	0	58,752,078	163,247,910

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GOVIND RANGRAJ	Company Secre	24,865,908	0	0	0	24,865,908
	Total		24,865,908	0	0	0	24,865,908

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Christiaan A J Van S	Director	0	0	0	200,000	200,000
2	Jan Cornelis van de	Director	0	0	0	200,000	200,000
3	Sunil Alagh	Independent Dir	0	1,734,010	0	300,000	2,034,010
4	Kiran Mazumdar Sh	Independent Dir	0	7,518,694	0	50,000	7,568,694
5	Madhav Bhatkuly	Independent Dir	0	7,583,988	0	250,000	7,833,988
6	Stephan Gerlich	Independent Dir	0	1,443,003	0	200,000	1,643,003
7	Geetu Gidwani Ver	Independent Dir	0	7,565,063	0	0	7,565,063
8	Manu Anand	Independent Dir	0	6,907,623	0	0	6,907,623
9	Anand Kripalu	Independent Dir	0	427,786	0	0	427,786
	Total		0	33,180,167	0	1,200,000	34,380,167

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☐ Nil

3

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
UNITED BREWER	STOCK EXCHANG	02/08/2022	Regulation 23	Fine of Rs.5,900/-	NA
UNITED BREWER	STOCK EXCHANG	02/12/2022	Regulation 27	Fine of Rs.4,720/-	NA
UNITED BREWER	STOCK EXCHANG	15/02/2023	Regulation 34	Fine of Rs.2,360/-	NA

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Nagendra D Rao

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

7731

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...

01

dated

04/06/2023

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

01494407

**To be digitally signed by**

- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number

Certificate of practice number

#### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

#### List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**