

**ANNEXURE- E: FORM NO. MGT-9****Extract of Annual Return as on the Financial Year ended on 31<sup>st</sup> March 2018**

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I REGISTRATION AND OTHER DETAILS:**

- i) CIN : L36999KA1999PLC025195
- ii) Registration Date : May 13, 1999
- iii) Name of the Company : UNITED BREWERIES LIMITED
- iv) Category/Sub-Category of the Company : Manufacturing
- v) Address of the Registered office and contact details : UB Tower, UB City, #24, Vittal Mallya Road  
Bengaluru – 560 001, Karnataka.  
Phone No.: 080-2227 2806 to 807, 3985 5000  
Fax No.: 080-2221 1964 & 2222 9488  
Email ID: ublinvestor@ubmail.com
- vi) Whether listed company : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Integrated Registry Management Services Pvt Ltd.,  
#30, Ramana Residency, 4<sup>th</sup> Cross, Sampige Road,  
Malleswaram, Bengaluru - 560 003, Karnataka.  
Phone No.: 080-2346 0815 to 818  
Fax No.: 080-2346 0819  
Email ID: irg@integratedindia.in

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

| Sl. No. | Name and Description of main products/services | NIC Code of the Product/Service |               | % to total turnover of the company |
|---------|------------------------------------------------|---------------------------------|---------------|------------------------------------|
| 1       | Manufacture and Sale of Beer                   | Class-11031                     | Code-22030000 | 99.28%                             |

**III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

| Sl. No | Name and Address of the Company                                                                                                             | CIN/GLN               | Holding / Subsidiary / Associate | % of shares held | Applicable Section               |
|--------|---------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|----------------------------------|------------------|----------------------------------|
| 1.     | Maltex Malsters Limited<br>Add: Maltex House, P.B. No. 45, Rauni, Patiala, Punjab - 147 001.                                                | U15137PB1968PLC002895 | Subsidiary                       | 51%              | 2(87) of the Companies Act, 2013 |
| 2.     | Kingfisher East Bengal Football Team Private Limited<br>Add: "Wallace House" 4, Bankshall Street, 1 <sup>st</sup> Floor, Kolkata – 700 001. | U91990WB1998PTC086852 | Associate                        | 49.99%           | 2(6) of the Companies Act, 2013  |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Shareholding

| Category of Shareholders                                 | No. of Shares held at the beginning of the year<br>(As on 01.04.2017) |          |                        | No. of Shares held at the end of the year<br>(As on 31.03.2018) |          |                        | % Change during the year |
|----------------------------------------------------------|-----------------------------------------------------------------------|----------|------------------------|-----------------------------------------------------------------|----------|------------------------|--------------------------|
|                                                          | Demat                                                                 | Physical | Total number of Shares | Demat                                                           | Physical | Total number of Shares |                          |
| <b>A. Promoters</b>                                      |                                                                       |          |                        |                                                                 |          |                        |                          |
| <b>1. Indian</b>                                         |                                                                       |          |                        |                                                                 |          |                        |                          |
| (i) Individual/HUF                                       | 2,13,53,620                                                           | -        | 2,13,53,620            | 2,13,53,620                                                     | -        | 2,13,53,620            | 8.08                     |
| (ii) Central Govt.                                       | -                                                                     | -        | -                      | -                                                               | -        | -                      | -                        |
| (iii) State Govt.(s)                                     | -                                                                     | -        | -                      | -                                                               | -        | -                      | -                        |
| (iv) Bodies Corp.                                        | 5,79,35,310                                                           | -        | 5,79,35,310            | 5,65,46,242                                                     | -        | 5,65,46,242            | -0.53                    |
| (v) Banks/FIs                                            | -                                                                     | -        | -                      | -                                                               | -        | -                      | -                        |
| (vi) Any Other                                           | -                                                                     | -        | -                      | -                                                               | -        | -                      | -                        |
| <b>Sub-Total (A)(1)</b>                                  | <b>7,92,88,930</b>                                                    | <b>-</b> | <b>7,92,88,930</b>     | <b>7,78,99,862</b>                                              | <b>-</b> | <b>7,78,99,862</b>     | <b>-0.53</b>             |
| <b>2. Foreign</b>                                        |                                                                       |          |                        |                                                                 |          |                        |                          |
| (a) NRIs-Individuals                                     | -                                                                     | -        | -                      | -                                                               | -        | -                      | -                        |
| (b) Other-Individuals                                    | -                                                                     | -        | -                      | -                                                               | -        | -                      | -                        |
| (c) Bodies Corp.                                         | 11,60,32,613                                                          | -        | 11,60,32,613           | 11,60,32,613                                                    | -        | 11,60,32,613           | 43.88                    |
| (d) Banks/FI                                             | -                                                                     | -        | -                      | -                                                               | -        | -                      | -                        |
| (e) Any Other                                            | -                                                                     | -        | -                      | -                                                               | -        | -                      | -                        |
| <b>Sub-Total (A)(2)</b>                                  | <b>11,60,32,613</b>                                                   | <b>-</b> | <b>11,60,32,613</b>    | <b>11,60,32,613</b>                                             | <b>-</b> | <b>11,60,32,613</b>    | <b>43.88</b>             |
| <b>Total Shareholding of Promoters (A)=(A)(1)+(A)(2)</b> | <b>19,53,21,543</b>                                                   | <b>-</b> | <b>19,53,21,543</b>    | <b>19,39,32,475</b>                                             | <b>-</b> | <b>19,39,32,475</b>    | <b>-0.53</b>             |
| <b>B. Public Shareholding</b>                            |                                                                       |          |                        |                                                                 |          |                        |                          |
| <b>1. Institutions</b>                                   |                                                                       |          |                        |                                                                 |          |                        |                          |
| (a) Mutual Funds                                         | 1,14,64,553                                                           | 6,790    | 1,14,71,343            | 97,59,232                                                       | 4,130    | 97,63,362              | 3.69                     |
| (b) Banks/FI                                             | 4,87,779                                                              | 3,960    | 4,91,739               | 87,103                                                          | 1,600    | 88,703                 | 0.03                     |
| (c) Central Govt.                                        | 2,41,596                                                              | 660      | 2,42,256               | 16,30,664                                                       | 660      | 16,31,324              | 0.62                     |
| (d) State Govt.(s)                                       | -                                                                     | -        | -                      | -                                                               | -        | -                      | -                        |
| (e) Venture Capital Funds                                | 67,000                                                                | -        | 67,000                 | 67,000                                                          | -        | 67,000                 | 0.03                     |

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(ii) Shareholding of Promoters

| Sl.No | Shareholder's Name                                   | Shareholding at the beginning of the year<br>(As on 01.04.2017) |                                  |                                                  |  | Shareholding at the end of the year<br>(As on 31.03.2018) |                                  |                                                  |  | % of Change in shareholding during the year |
|-------|------------------------------------------------------|-----------------------------------------------------------------|----------------------------------|--------------------------------------------------|--|-----------------------------------------------------------|----------------------------------|--------------------------------------------------|--|---------------------------------------------|
|       |                                                      | No. of Shares                                                   | % of total Shares of the company | % of Shares Pledged / encumbered to total shares |  | No. of Shares                                             | % of total Shares of the company | % of Shares Pledged / encumbered to total shares |  |                                             |
| 1     | Dr. Vijay Mallya                                     | 1,49,333                                                        | 0.06                             | -                                                |  | 1,49,333                                                  | 0.06                             | -                                                |  |                                             |
| 2     | Dr. Vijay Mallya & Sidhartha V Mallya                | 1,04,64,288                                                     | 3.96                             | 100.00                                           |  | 1,04,64,288                                               | 3.96                             | 100.00                                           |  |                                             |
| 3     | Dr. Vijay Mallya & Ritu Mallya                       | 2,53,333                                                        | 0.10                             | -                                                |  | 2,53,333                                                  | 0.10                             | -                                                |  |                                             |
| 4     | Dr. Vijay Mallya                                     | 1,04,86,666                                                     | 3.97                             | 100.00                                           |  | 1,04,86,666                                               | 3.97                             | 100.00                                           |  |                                             |
| 5     | Kamsco Industries Private Limited                    | 55,23,636                                                       | 2.09                             | 41.26                                            |  | 55,23,636                                                 | 2.09                             | 41.26                                            |  |                                             |
| 6     | The Gem Investment & Trading Company Private Limited | 43,15,132                                                       | 1.63                             | -                                                |  | 43,15,132                                                 | 1.63                             | -                                                |  |                                             |
| 7     | Mallya Private Limited                               | 97,86,666                                                       | 3.70                             | -                                                |  | 97,86,666                                                 | 3.70                             | -                                                |  |                                             |
| 8     | McDowell Holdings Ltd.                               | 62,22,344                                                       | 2.35                             | 73.14                                            |  | 62,22,344                                                 | 2.35                             | 73.14                                            |  |                                             |
| 9     | United Breweries (Holdings) Limited                  | 2,83,37,911                                                     | 10.72                            | 31.03                                            |  | 2,69,48,843                                               | 10.19                            | 27.48                                            |  | -0.53                                       |
| 10    | Pharma Trading Company Private Limited               | 15,14,366                                                       | 0.57                             | 0.04                                             |  | 15,14,366                                                 | 0.57                             | 0.04                                             |  |                                             |
| 11    | Vittal Investments Private Limited                   | 3,75,955                                                        | 0.14                             | -                                                |  | 3,75,955                                                  | 0.14                             | -                                                |  |                                             |
| 12    | Devi Investments Private Limited                     | 18,59,300                                                       | 0.70                             | -                                                |  | 18,59,300                                                 | 0.70                             | -                                                |  |                                             |
| 13    | Scottish & Newcastle India Limited                   | 8,99,94,960                                                     | 34.04                            | -                                                |  | 8,99,94,960                                               | 34.04                            | -                                                |  |                                             |
| 14    | Heineken UK Limited                                  | 84,89,270                                                       | 3.21                             | -                                                |  | 84,89,270                                                 | 3.21                             | -                                                |  |                                             |
| 15    | Heineken International B.V.                          | 1,71,20,643                                                     | 6.48                             | -                                                |  | 1,71,20,643                                               | 6.48                             | -                                                |  |                                             |
| 16    | UB Overseas Limited                                  | 4,27,740                                                        | 0.16                             | -                                                |  | 4,27,740                                                  | 0.16                             | -                                                |  |                                             |
|       | <b>Total</b>                                         | <b>19,53,21,543</b>                                             | <b>73.87</b>                     | <b>18.73</b>                                     |  | <b>19,39,32,475</b>                                       | <b>73.35</b>                     | <b>18.14</b>                                     |  | <b>-0.53</b>                                |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(iii) Change in Promoters' Shareholding

| Sl. No. | Name                                | Shareholding at the beginning of the year |                                  | Date of change | Increase/ Decrease in Shareholding | Reason                                 | Cumulative Shareholding during the year |                                  |
|---------|-------------------------------------|-------------------------------------------|----------------------------------|----------------|------------------------------------|----------------------------------------|-----------------------------------------|----------------------------------|
|         |                                     | No. of Shares                             | % of total shares of the Company |                |                                    |                                        | No. of Shares                           | % of total shares of the Company |
| 1       | UNITED BREWERIES (HOLDINGS) LIMITED | 2,83,37,911                               | 10.72                            | 18.08.2017     | -13,89,068                         | Acquired by Enforcement of Directorate | 2,69,48,843                             | 10.19                            |
|         | <b>Total</b>                        | <b>2,83,37,911</b>                        |                                  |                | <b>-13,89,068</b>                  |                                        | <b>2,69,48,843</b>                      |                                  |

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### (iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

| Sl.No. | Name of the Shareholders                                    | Shareholding at the beginning of the year |                                  | Date of Change                                                                                                                                                                                                                                                                | Increase/ Decrease in Shareholding | Reason                                                                                                                                                                                                                                  | Cumulative Shareholding during the year                                                                                                                                                                                                       |                                                                                                                                                     |
|--------|-------------------------------------------------------------|-------------------------------------------|----------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|
|        |                                                             | No. of Shares                             | % of total shares of the Company |                                                                                                                                                                                                                                                                               |                                    |                                                                                                                                                                                                                                         | No. of Shares                                                                                                                                                                                                                                 | % of total shares of the Company                                                                                                                    |
| 1      | ARISAIG PARTNERS (ASIA) PTE LTD. A/C ARISAIG INDIA FUND LTD | 60,76,902                                 | 2.30                             | 01.04.2017<br><b>31.03.2018</b>                                                                                                                                                                                                                                               |                                    |                                                                                                                                                                                                                                         | <b>60,76,902</b>                                                                                                                                                                                                                              | <b>2.30</b>                                                                                                                                         |
| 2      | FRANKLIN TEMPLETON MUTUAL FUND A/C FRANKLIN INDIA           | 60,33,767                                 | 2.28                             | 01.04.2017<br>28.04.2017<br>02.06.2017<br>16.06.2017<br>23.06.2017<br>03.11.2017<br>10.11.2017<br>17.11.2017<br>15.12.2017<br>22.12.2017<br>29.12.2017<br>09.02.2018<br>16.02.2018<br>23.02.2018<br>02.03.2018<br>09.03.2018<br>16.03.2018<br>23.03.2018<br><b>31.03.2018</b> |                                    | Purchase<br>Purchase<br>Purchase<br>Purchase<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br><b>Purchase</b> | 60,53,767<br>60,74,767<br>61,42,264<br>61,53,767<br>58,78,767<br>56,07,689<br>55,07,689<br>54,75,581<br>53,49,542<br>53,06,302<br>45,29,827<br>45,16,660<br>43,28,017<br>43,03,667<br>41,68,688<br>41,63,791<br>41,39,897<br><b>42,89,897</b> | 2.29<br>2.30<br>2.32<br>2.33<br>2.22<br>2.12<br>2.08<br>2.07<br>2.02<br>2.01<br>1.71<br>1.71<br>1.64<br>1.63<br>1.58<br>1.57<br>1.57<br><b>1.62</b> |
| 3      | SBI DUAL ADVANTAGE FUND - SERIES XVI                        | 35,98,897                                 | 1.36                             | 01.04.2017<br>07.04.2017<br>14.04.2017<br>28.04.2017<br>05.05.2017<br>12.05.2017<br>19.05.2017<br>26.05.2017<br>02.06.2017<br>09.06.2017<br>16.06.2017<br>23.06.2017                                                                                                          |                                    | Transfer<br>Transfer<br>Purchase<br>Purchase<br>Transfer<br>Transfer<br>Transfer<br>Purchase<br>Purchase<br>Transfer<br>Transfer<br>Transfer                                                                                            | 35,91,515<br>35,91,516<br>35,91,517<br>35,82,558<br>33,95,691<br>33,22,685<br>33,23,179<br>33,23,215<br>33,09,844<br>33,06,270<br>33,06,269                                                                                                   | 1.36<br>1.36<br>1.36<br>1.35<br>1.28<br>1.26<br>1.26<br>1.26<br>1.25<br>1.25<br>1.25                                                                |



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|    |                                                |           |      |                   |         |          |                  |             |
|----|------------------------------------------------|-----------|------|-------------------|---------|----------|------------------|-------------|
|    |                                                |           |      | 02.02.2018        | 168602  | Purchase | 41,90,715        | 1.58        |
|    |                                                |           |      | 09.02.2018        | 392710  | Purchase | 45,83,425        | 1.73        |
|    |                                                |           |      | <b>31.03.2018</b> |         |          | <b>45,83,425</b> | <b>1.73</b> |
| 6  | ACACIA PARTNERS, LP                            | 27,20,000 | 1.03 | 01.04.2017        |         |          |                  |             |
|    |                                                |           |      | <b>31.03.2018</b> | -       | -        | <b>27,20,000</b> | <b>1.03</b> |
| 7  | ACACIA INSTITUTIONAL PARTNERS, LP              | 21,98,500 | 0.83 | 01.04.2017        |         |          |                  |             |
|    |                                                |           |      | 02.03.2018        | -151000 | Transfer | 20,47,500        | 0.77        |
|    |                                                |           |      | <b>31.03.2018</b> | -147000 | Transfer | <b>19,00,500</b> | <b>0.72</b> |
| 8  | MERRILL LYNCH MARKETS SINGAPORE PTE. LTD       | 21,42,428 | 0.81 | <b>01.04.2017</b> |         |          |                  |             |
|    |                                                |           |      | 21.04.2017        | -6320   | Transfer | 21,36,108        | 0.81        |
|    |                                                |           |      | 21.07.2017        | 17      | Purchase | 21,36,125        | 0.81        |
|    |                                                |           |      | 08.09.2017        | 33683   | Purchase | 21,69,808        | 0.82        |
|    |                                                |           |      | 15.09.2017        | 7348    | Purchase | 21,77,156        | 0.82        |
|    |                                                |           |      | 22.09.2017        | 147     | Purchase | 21,77,303        | 0.82        |
|    |                                                |           |      | 30.09.2017        | -82517  | Transfer | 20,94,786        | 0.79        |
|    |                                                |           |      | 06.10.2017        | -15146  | Transfer | 20,79,640        | 0.79        |
|    |                                                |           |      | 13.10.2017        | -11892  | Transfer | 20,67,748        | 0.78        |
|    |                                                |           |      | 03.11.2017        | -350    | Transfer | 20,67,398        | 0.78        |
|    |                                                |           |      | 17.11.2017        | -7582   | Transfer | 20,59,816        | 0.78        |
|    |                                                |           |      | 24.11.2017        | 21032   | Purchase | 20,80,848        | 0.79        |
|    |                                                |           |      | 01.12.2017        | 67      | Purchase | 20,80,915        | 0.79        |
|    |                                                |           |      | 08.12.2017        | -4186   | Transfer | 20,76,729        | 0.79        |
|    |                                                |           |      | 22.12.2017        | 236     | Purchase | 20,76,965        | 0.79        |
|    |                                                |           |      | 29.12.2017        | 96      | Purchase | 20,77,061        | 0.79        |
|    |                                                |           |      | 19.01.2018        | 32272   | Purchase | 21,09,333        | 0.80        |
|    |                                                |           |      | 09.02.2018        | -10583  | Transfer | 20,98,750        | 0.79        |
|    |                                                |           |      | 16.02.2018        | -402    | Transfer | 20,98,348        | 0.79        |
|    |                                                |           |      | 02.03.2018        | -5606   | Transfer | 20,92,742        | 0.79        |
|    |                                                |           |      | 23.03.2018        | -73949  | Transfer | 20,18,793        | 0.76        |
|    |                                                |           |      | <b>31.03.2018</b> | -       | -        | <b>20,18,793</b> | <b>0.76</b> |
| 9  | ACACIA CONSERVATION FUND LP                    | 16,00,000 | 0.61 | 01.04.2017        |         |          |                  |             |
|    |                                                |           |      | <b>31.03.2018</b> | -       | -        | <b>16,00,000</b> | <b>0.61</b> |
| 10 | JPMORGAN EMERGING MARKETS INVESTMENT TRUST PLC | 15,57,108 | 0.59 | 01.4.2017         |         |          |                  |             |
|    |                                                |           |      | <b>31.03.2018</b> | -       | -        | <b>15,57,108</b> | <b>0.59</b> |



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(v) Shareholding of Directors and Key Managerial Personnel

| Sl. No. | Name                                                                    | Shareholding at the beginning of the year |                                  | Date of Change | Increase/ Decrease in Shareholding | Reason | Cumulative Shareholding during the year |                                  |
|---------|-------------------------------------------------------------------------|-------------------------------------------|----------------------------------|----------------|------------------------------------|--------|-----------------------------------------|----------------------------------|
|         |                                                                         | No. of Shares                             | % of total shares of the Company |                |                                    |        | No. of Shares                           | % of total shares of the Company |
| 1       | Mr. Shekhar Ramamurthy,<br>Managing Director                            | 1,150                                     | 0.00                             | -              | -                                  | -      | 1,150                                   | 0.00                             |
| 2       | Mr. Steven Bosch,<br>Director & Chief Financial Officer                 | -                                         | -                                | -              | -                                  | -      | -                                       | -                                |
| 3       | Mr. Sunil Alagh                                                         | 1,000                                     | 0.00                             | -              | -                                  | -      | 1,000                                   | 0.00                             |
| 4       | Mr. Govind Iyengar,<br>Senior Vice President- Legal & Company Secretary | -                                         | -                                | -              | -                                  | -      | -                                       | -                                |

# V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Rs. In Lakhs

|                                                                  | Secured Loans<br>excluding deposit | Unsecured<br>Loans | Deposits | Total Indebtedness |
|------------------------------------------------------------------|------------------------------------|--------------------|----------|--------------------|
| Indebtedness at the beginning of the financial year (01.04.2017) |                                    |                    |          |                    |
| (i) Principal Amount                                             | 49,402                             | 10,000             | -        | 59,402             |
| (ii) Interest due but not paid                                   | -                                  | -                  | -        | -                  |
| (iii) Interest accrued due but not due                           | 631                                | -                  | -        | 631                |
| <b>Total (i+ii+iii)</b>                                          | <b>50,033</b>                      | <b>10,000</b>      | -        | <b>60,033</b>      |
| Change in Indebtedness during the financial year                 |                                    |                    |          |                    |
| Addition                                                         | -                                  | -                  | -        | -                  |
| Reduction                                                        | -18,196                            | -                  | -        | -18,196            |
| Exchange Difference                                              | -                                  | -                  | -        | -                  |
| <b>Net Change</b>                                                | <b>-18,196</b>                     | -                  | -        | <b>-18,196</b>     |
| Indebtedness at the end of the financial year (31.03.2018)       |                                    |                    |          |                    |
| (i) Principal Amount                                             | 31,206                             | -                  | -        | 31,206             |
| (ii) Interest due but not paid                                   | -                                  | -                  | -        | -                  |
| (iii) Interest accrued due but not paid                          | 265                                | -                  | -        | 265                |
| <b>Total (i+ii+iii)</b>                                          | <b>31,471</b>                      | -                  | -        | <b>31,471</b>      |

# VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Rs. In Lakhs

| Sl. No. | Particulars of Remuneration                                                         | Name of MD/WTD/Manager                                                                                                 |                                                    | Total Amount    |
|---------|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|-----------------|
|         |                                                                                     | Shekhar Ramamurthy<br>Managing Director                                                                                | Steven Bosch<br>Director & Chief Financial Officer |                 |
| 1       | <b>Gross salary</b>                                                                 |                                                                                                                        |                                                    |                 |
|         | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 550.77                                                                                                                 | 294.22                                             | 844.99          |
|         | (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961                      | 176.10                                                                                                                 | 110.88                                             | 286.98          |
|         | (c) Profits in lieu of salary u/s 17(3) of the Income-tax Act, 1961                 | 140.49                                                                                                                 | 11.77                                              | 152.26          |
| 2       | Stock Option                                                                        | N.A.                                                                                                                   | N.A.                                               | N.A.            |
| 3       | Sweat Equity                                                                        | N.A.                                                                                                                   | N.A.                                               | N.A.            |
| 4       | <b>Commission</b>                                                                   |                                                                                                                        |                                                    |                 |
|         | - as % of profit                                                                    | N.A.                                                                                                                   | N.A.                                               | N.A.            |
|         | - Others                                                                            | -                                                                                                                      | -                                                  | -               |
| 5       | Others, please specify                                                              | -                                                                                                                      | -                                                  | -               |
| 6       | <b>Total (A)</b>                                                                    | <b>867.36</b>                                                                                                          | <b>416.87</b>                                      | <b>1,284.23</b> |
|         | <b>Ceiling as per the Act</b>                                                       | Rs. 6,235 Lakhs (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013) |                                                    |                 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

B. Remuneration to other directors:

Rs. In Lakhs

| Sl. No. | Particulars of Remuneration                | Name of the Directors                                                                                               |                   |                     |                                        |                 |                    |             |                     |                 |                 | Total Amount |
|---------|--------------------------------------------|---------------------------------------------------------------------------------------------------------------------|-------------------|---------------------|----------------------------------------|-----------------|--------------------|-------------|---------------------|-----------------|-----------------|--------------|
|         |                                            | A K Ravi Nedungadi                                                                                                  | Frاند Erik Eusman | Sijbe Hiemstra (**) | Christiaan August J Van Steenberg (**) | Chhaganlal Jain | Chugh Yoginder Pal | Sunil Alagh | Kiran Mazumdar Shaw | Madhav Bhatkuly | Stephan Gerlich |              |
| 1       | Independent Directors                      |                                                                                                                     |                   |                     |                                        |                 |                    |             |                     |                 |                 |              |
|         | Fee for attending board/committee meetings | -                                                                                                                   | -                 | -                   | -                                      | 15.50           | 14.50              | 14.00       | 6.50                | 5.50            | 5.50            | 61.50        |
|         | Commission                                 | -                                                                                                                   | -                 | -                   | -                                      | 75.21           | 75.21              | 75.21       | 75.21               | 75.21           | 75.21           | 451.26       |
|         | Others                                     | -                                                                                                                   | -                 | -                   | -                                      | -               | -                  | -           | -                   | -               | -               | -            |
|         | Total (1)                                  | -                                                                                                                   | -                 | -                   | -                                      | 90.71           | 89.71              | 89.21       | 81.71               | 80.71           | 80.71           | 512.76       |
| 2       | Other Non-Executive Directors              |                                                                                                                     |                   |                     |                                        |                 |                    |             |                     |                 |                 |              |
|         | Fee for attending board/committee meetings | 11.00                                                                                                               | 7.00              | 3.00                | 1.00                                   | -               | -                  | -           | -                   | -               | -               | 22.00        |
|         | Commission                                 | 75.21                                                                                                               | -                 | -                   | -                                      | -               | -                  | -           | -                   | -               | -               | 75.21        |
|         | Others                                     | -                                                                                                                   | -                 | -                   | -                                      | -               | -                  | -           | -                   | -               | -               | -            |
|         | Total (2)                                  | 86.21                                                                                                               | 7.00              | 3.00                | 1.00                                   | -               | -                  | -           | -                   | -               | -               | 97.21        |
|         | Total (B)=(1+2)                            | 86.21                                                                                                               | 7.00              | 3.00                | 1.00                                   | 90.71           | 89.71              | 89.21       | 81.71               | 80.71           | 80.71           | 609.97       |
|         | Total Managerial Remuneration (*)          |                                                                                                                     |                   |                     |                                        |                 |                    |             |                     |                 |                 | 1,894.20     |
|         | Overall Ceiling as per the Act             | Rs. 621 Lakhs (being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013) |                   |                     |                                        |                 |                    |             |                     |                 |                 |              |

Rs. 621 Lakhs (being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)

(\*) Total remuneration to Managing Director, Whole-time Directors and other Directors (being the total of A and B)

(\*\*) Mr. Christiaan August J Van Steenberghe replaced Mr. Sijbe Hiemstra as Director w.e.f. November 08, 2017.

# VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

C. Remuneration to Key Managerial Personnel Other than MD/MANAGER/WTD:

Rs. In Lakhs

| Sl. No. | Particulars of Remuneration                                                         | Key Managerial Personnel |                                                   | Total Amount  |
|---------|-------------------------------------------------------------------------------------|--------------------------|---------------------------------------------------|---------------|
|         |                                                                                     | Govind Iyengar           | Senior Vice President - Legal & Company Secretary |               |
| 1       | Gross salary                                                                        |                          |                                                   |               |
|         | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 98.83                    |                                                   | 98.83         |
|         | (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961                      | 41.90                    |                                                   | 41.90         |
|         | (c) Profits in lieu of salary u/s 17(3) of the Income-tax Act, 1961                 | 20.61                    |                                                   | 20.61         |
| 2       | Stock Option                                                                        | N.A.                     |                                                   | N.A.          |
| 3       | Sweat Equity                                                                        | N.A.                     |                                                   | N.A.          |
| 4       | Commission                                                                          |                          |                                                   |               |
|         | - As % of profit                                                                    | N.A.                     |                                                   | N.A.          |
|         | - Others                                                                            | -                        |                                                   | -             |
| 5       | Others, please specify                                                              | -                        |                                                   | -             |
| 6       | <b>Total (A)</b>                                                                    | <b>161.34</b>            |                                                   | <b>161.34</b> |

## VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty / Punishment / Compounding fees imposed | Authority (RD/NCLT/COURT) | Appeal made, if any (give details) |
|-------------------------------------|------------------------------|-------------------|------------------------------------------------------------|---------------------------|------------------------------------|
| <b>A. Company</b>                   |                              |                   |                                                            |                           |                                    |
| Penalty                             | -                            |                   |                                                            | -                         | -                                  |
| Punishment                          | -                            | -                 | -                                                          | -                         | -                                  |
| Compounding                         | -                            |                   |                                                            | -                         | -                                  |
| <b>B. Directors</b>                 |                              |                   |                                                            |                           |                                    |
| Penalty                             | -                            |                   |                                                            | -                         | -                                  |
| Punishment                          | -                            | -                 | -                                                          | -                         | -                                  |
| Compounding                         | -                            |                   |                                                            | -                         | -                                  |
| <b>C. Other Officers in Default</b> |                              |                   |                                                            |                           |                                    |
| Penalty                             | -                            |                   |                                                            | -                         | -                                  |
| Punishment                          | -                            | -                 | -                                                          | -                         | -                                  |
| Compounding                         | -                            |                   |                                                            | -                         | -                                  |

By Authority of the Board

Sd/-

**Shekhar Ramamurthy**  
Managing Director  
DIN:00504801

Sd/-

**Steven Bosch**  
Director & CFO  
DIN:07573930

August 10, 2018  
Bangalore