

## General Information about Company

|                           |                                 |
|---------------------------|---------------------------------|
| Scrip code                | <b>532478</b>                   |
| Name of the entity        | <b>UNITED BREWERIES LIMITED</b> |
| Reporting Quarter         | <b>Quarterly</b>                |
| Date of Report            | <b>30-09-2018</b>               |
| Risk management committee | <b>Applicable</b>               |

## I. Composition of Board of Directors

| SN | Title (Mr./ Ms.) | Name of the Director         | PAN and DIN                       | Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) | Date of Appointment in the current term / cessation | Tenure of Director (in months) | No. of Directorship in listed entities including this listed entity (Refer Regulation 25 (1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26 (1) of Listing Regulations) |
|----|------------------|------------------------------|-----------------------------------|--|---|--------------------------------|--|---|---|
| 1. | Mr.              | Shekhar Ramamurthy           | PAN: APWPS7970Q<br>DIN: 00504801  | Executive Director/CEO-MD  | 01-08-2015  | --                             | 01   | --  | --  |
| 2. | Mr.              | Steven Bosch                 | PAN: CMRPB4098N<br>DIN: 07573930  | Executive Director   | 01-09-2016  | --                             | 01   | --  | --  |
| 3. | Mr.              | Ayani Kurussi Ravi Nedungadi | PAN: AAFPN6044A<br>DIN: 00103214  | Non-Executive-Non Independent Director                                 | 09-08-2002  | --                             | 01   | --  | --  |
| 4. | Mr.              | Frans Erik Eusman            | Foreign Director<br>DIN: 07242083 | Non-Executive-Non Independent Director                                 | 01-08-2015  | --                             | 01   | --  | --  |

| SN  | Title (Mr./ Ms.) | Name of the Director         | PAN and DIN                         | Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) | Date of Appointment in the current term / cessation | Tenure of Director (in months) | No. of Directorship in listed entities including this listed entity (Refer Regulation 25 (1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26 (1) of Listing Regulations) |
|-----|------------------|------------------------------|-------------------------------------|--|---|--------------------------------|--|---|---|
| 5.  | Mr.              | Chugh Yoginder Pal           | PAN: AAAPP6306L<br>DIN: 00106536    | Non-Executive-Independent Director/ Chairperson (*)                    | 04-09-2014  | 60                             | 02   | 03  | 02  |
| 6.  | Mr.              | Sunil Kumar Alagh            | PAN: ACTPA7811L<br>DIN: 00103320    | Non-Executive-Independent Director                                     | 04-09-2014  | 60                             | 02   | 03  | 01  |
| 7.  | Mr.              | Chhaganlal Meghraj Jain      | PAN: ACWPJ2205J<br>DIN: 00102910    | Non-Executive-Independent Director                                     | 04-09-2014  | 60                             | 03   | 04  | 02  |
| 8.  | Mrs.             | Kiran Mazumdar Shaw          | PAN:ACMPM8240N<br>DIN: 00347229     | Non-Executive-Independent Director                                     | 04-09-2014  | 60                             | 05   | 01  | --  |
| 9.  | Mr.              | Madhav Bhatkuly              | PAN: AAAPB7378J<br>DIN: 00796367    | Non-Executive-Independent Director                                     | 04-09-2014  | 60                             | 01   | --  | --  |
| 10. | Mr.              | Stephan Friedhlm Gerlich     | PAN: AGZPG9440K<br>DIN: 00063222    | Non-Executive-Independent Director                                     | 04-09-2014  | 60                             | 01   | --  | --  |
| 11. | Mr.              | Christiaan J van Steenbergen | Foreign Director<br>DIN: 0007972769 | Non-Executive-Non Independent Director                                 | 08-11-2017  | --                             | 01   | --  | --  |

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

## II. Composition of Committees

| SN | Name of the Committee                     | Name of Committee members  | Category (Executive Director/Non-Executive-Non Independent Director/Non-Executive-Independent Director/Non-Executive-Nominee Director/Chairperson/Member)   |
|----|---|--|---|
| 1. | Audit Committee                           | Mr. Chugh Yoginder Pal<br>Mr. Sunil Kumar Alagh<br>Mr. Chhaganlal Meghraj Jain   | Non-Executive-Independent Director/Chairperson<br>Non-Executive-Independent Director/Member<br>Non-Executive-Independent Director/Member  |
| 2. | Nomination & Remuneration Committee       | Mr. Sunil Kumar Alagh<br>Mr. Chugh Yoginder Pal<br>Mr. Chhaganlal Meghraj Jain<br>Mr. A K Ravi Nedungadi<br>Mr. Frans Erik Eusman                      | Non-Executive-Independent Director/Chairperson<br>Non-Executive-Independent Director/Member<br>Non-Executive-Independent Director/Member<br>Non-Executive-Non-Independent Director/Member<br>Non-Executive-Non-Independent Director/Member      |
| 3. | Stakeholders' Relationship Committee      | Mr. Chugh Yoginder Pal<br>Mr. Sunil Kumar Alagh<br>Mr. Chhaganlal Meghraj Jain   | Non-Executive-Independent Director/Chairperson<br>Non-Executive-Independent Director/Member<br>Non-Executive-Independent Director/Member  |
| 4. | Risk Management Committee                 | Mrs. Kiran Mazumdar Shaw<br>Mr. Shekhar Ramamurthy<br>Mr. Steven Bosch<br>Mr. Chugh Yoginder Pal<br>Mr. Chhaganlal Meghraj Jain<br>Mr. Madhav Bhatkuly | Non-Executive-Independent Director/Chairperson<br>Executive Director/Member<br>Executive Director/Member<br>Non-Executive-Independent Director/Member<br>Non-Executive-Independent Director/Member<br>Non-Executive-Independent Director/Member |
| 5. | Corporate Social Responsibility Committee | Mr. Madhav Bhatkuly<br>Mr. Shekhar Ramamurthy<br>Mr. Steven Bosch<br>Mr. Sunil Kumar Alagh<br>Mrs. Kiran Mazumdar Shaw                                 | Non-Executive-Independent Director/Chairperson<br>Executive Director/Member<br>Executive Director/Member<br>Non-Executive-Independent Director/Member<br>Non-Executive-Independent Director/Member  |
| 6. | Borrowing Committee                       | Mr. Chhaganlal Meghraj Jain<br>Mr. Steven Bosch<br>Mr. A K Ravi Nedungadi<br>Mrs. Kiran Mazumdar Shaw  | Non-Executive-Independent Director/Chairperson<br>Executive Director/Member<br>Non-Executive-Non-Independent Director/Member<br>Non-Executive-Independent Director/Member   |

### III. Meeting of Board of Directors

| S.N. | Date(s) of meeting (if any) in the previous quarter | Date (s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|------|---|--|---|
| 1.   | 24-05-2018  | 10-08-2018<br>17-09-2018                             | 77  |

### IV. Meeting of Committees

| S.N. | Name of Committee                     | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) and (Details)   | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) |
|------|---------------------------------------|---|--|---|--|
| 1.   | Audit Committee                       | 04-07-2018<br>09-08-2018                                    | Yes-All members were present<br>Yes-All members were present   | 21-05-2018  | 43   |
| 2.   | Nomination and Remuneration Committee | 31-07-2018<br>12-09-2018                                    | Yes- Out of 5 directors, 4 directors were present and 1 was absent<br>Yes- Out of 5 directors, 4 directors were present and 1 was absent | 21-05-2018  | 70   |
| 3.   | Stakeholders' Relationship Committee  | NIL   | --   | NIL   | --   |
| 4.   | Risk Management Committee (*)         | NIL   | --   | 25-05-2018  | --   |
| 5.   | Borrowing Committee                   | 31-08-2018  | Yes- Out of 4 directors, 3 directors were present and 1 was absent   | NIL   | --   |
| 6.   | Share Transfer Committee (*)          | 10-08-2018  | Yes-All members were present   | 10-05-2018  | 91   |

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

### V. Related Party Transactions

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

## VI. Affirmation

| S.N. | Subject   | Compliance status (Yes/No) |
|------|---|----------------------------|
| 1.   | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.  | Yes                        |
| 2.   | The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.<br><b>a. Audit Committee</b><br><b>b. Nomination &amp; Remuneration Committee</b><br><b>c. Stakeholders Relationship Committee</b><br><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><br>The report for the quarter ended 30-09-2018 shall be placed before the Board of Directors at the next meeting of the Board. The report for previous quarter ended June 30, 2018 was placed before the Board of Directors at their meeting held on August 10, 2018. | Yes                        |
| 6.   | Any comments/observations/advice of Board of Directors may be mentioned here:   |                            |

Dated: October 08, 2018.

For UNITED BREWERIES LIMITED




**GOVIND IYENGAR**  
Senior Vice President – Legal &  
Company Secretary

**Compliance Report on Corporate Governance**

Name of the Listing Entity : UNITED BREWERIES LIMITED

Half-year ending : September 30, 2018

| <b>I. Affirmations</b>  |                                      |                                      |
|---|--------------------------------------|--------------------------------------|
| <b>Broad heading</b>  | <b>Regulation Number</b>             | <b>Compliance status (Yes/No/NA)</b> |
| Copy of the Annual Report, including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2)                                | Yes                                  |
| Presence of Chairperson of Audit Committee at the Annual General Meeting  | 18(1)(d)                             | Yes                                  |
| Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting  | 19(3)                                | Yes                                  |
| Whether "Corporate Governance Report" disclosed in Annual Report  | 34(3) read with para C of Schedule V | Yes                                  |
| For UNITED BREWERIES LIMITED  |                                      |                                      |
| <br><b>GOVIND IYENGAR</b><br>Senior Vice President – Legal &<br>Company Secretary          |                                      |                                      |
| Dated: October 08, 2018   |                                      |                                      |