

General Information about Company

BSE Scrip code	532478
NSE Symbol	UBL
Name of the entity	UNITED BREWERIES LIMITED
ISIN	INE686F01025
Financial Year	01-04-2019 to 31-03-2020
Reporting Quarter	Quarterly
Date of Report	30-09-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

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	50 months	04.10.1961	01	NIL	NIL	NIL
Mr.	Ayani Kurussi Ravi Nedungadi	PAN:AAFPN6044A DIN:00103214	Non-Executive Non-Independent Director	09.08.2002	NIL	NIL	212 months	20.10.1957	01	NIL	01	NIL
Mr.	Chugh Yoginder Pal (*)	PAN:AAAPP6306L DIN:00106536	Non-Executive-Independent Director/ Chairperson	29.04.2005	04.09.2014	03.09.2019	172 months	06.03.1937	02	01	01	02
Mr.	Sunil Kumar Alagh	PAN:ACTPA7811L DIN:00103320	Non-Executive-Independent Director	29.04.2005	03.09.2019	NA	172 months	06.11.1946	02	01	02	01

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.	Chhaganlal Meghraj Jain (*)	PAN:ACWPI2205J DIN:00102910	Non-Executive-Independent Director	27.01.2003	04.09.2014	03.09.2019	209 months	15.11.1933	02	01	02	01
Ms.	Kiran Mazumdar Shaw	PAN:ACMPM8240N DIN: 00347229	Non-Executive Independent Director/ Chairperson	26.10.2009	03.09.2019	NA	128 months	23.03.1953	05	02	NIL	NIL
Mr.	Madhav Bhatkuly	PAN:AAAPB7378J DIN:00796367	Non-Executive Independent Director	26.10.2009	03.09.2019	NA	128 months	22.01.1966	01	01	NIL	02
Mr.	Stephan Friedhlm Gerlich	PAN:AGZPG9440K DIN:00063222	Non-Executive Independent Director	02.07.2010	03.09.2019	NA	120 months	11.09.1958	01	01	01	NIL
Mr.	Christiaan J van Steenbergen	Foreign Director DIN:0007972769	Non-Executive Non-Independent Director	08.11.2017	NIL	NA	23 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	10 months	25.07.1973	01	NIL	NIL	NIL

Notes

(*) The term of Mr. Chhaganlal Jain (DIN 00102910) and Mr. Chugh Yoginder Pal (DIN 00106536) as Independent Directors expired on September 03, 2019 and they did not seek re-appointment for another term.

(**) 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. Chugh Yoginder Pal	Non-Executive-Independent Director/Chairperson	29.04.2005	03.09.2019
		Mr. Sunil Kumar Alagh	Non-Executive-Independent Director/Member	29.04.2005	NIL
		Mr. Chhaganlal Meghraj Jain	Non-Executive-Independent Director/Member	29.04.2005	03.09.2019
		Mr. Madhav Bhatkuly	Non-Executive-Independent Director/Chairperson (#)	04.09.2019	NIL
		Mr. Rudolf van den Brink	Non-Executive-Non-Independent Director/Member	04.09.2019	NIL
Nomination & Remuneration Committee	Yes	Ms. Kiran Mazumdar Shaw	Non-Executive-Independent Director/Chairperson (#)	04.09.2019	NIL
		Mr. Sunil Kumar Alagh	Non-Executive-Independent Director/Member	27.05.2014	NIL
		Mr. Chugh Yoginder Pal	Non-Executive-Independent Director/Member	27.05.2014	03.09.2019
		Mr. Chhaganlal Meghraj Jain	Non-Executive-Independent Director/Member	27.05.2014	03.09.2019
		Mr. A K Ravi Nedungadi	Non-Executive-Non-Independent Director/Member	27.05.2014	NIL
Stakeholders' Relationship Committee	Yes	Mr. Chugh Yoginder Pal	Non-Executive-Independent Director/Chairperson	27.05.2014	03.09.2019
		Mr. Sunil Kumar Alagh	Non-Executive-Independent Director/Member	27.05.2014	NIL
		Mr. Chhaganlal Meghraj Jain	Non-Executive-Independent Director/Member	27.05.2014	03.09.2019
		Mr. Madhav Bhatkuly	Non-Executive-Independent Director/Chairperson (#)	04.09.2019	NIL
		Mr. A K Ravi Nedungadi	Non-Executive-Non-Independent Director/Member	04.09.2019	NIL
Risk Management Committee	Yes	Mr. Stephan Gerlich	Non-Executive-Independent Director/Member	04.09.2019	NIL
		Mr. Sunil Alagh	Non-Executive-Independent Director/Chairperson (#)	04.09.2019	NIL
		Mrs. Kiran Mazumdar Shaw	Non-Executive-Independent Director/Member	13.08.2014	NIL
		Mr. Shekhar Ramamurthy	Executive Director/Member	01.08.2015	NIL
		Mr. Chugh Yoginder Pal	Non-Executive-Independent Director/Member	13.08.2014	03.09.2019
		Mr. Chhaganlal Meghraj Jain	Non-Executive-Independent Director/Member	13.08.2014	03.09.2019
		Mr. Madhav Bhatkuly	Non-Executive-Independent Director/Member	13.08.2014	NIL
		Mr. Stephan Friedhlm Gerlich	Non-Executive-Independent Director/Member	14.11.2018	NIL
Mr. Rudolf van den Brink	Non-Executive-Non-Independent Director/Member	04.09.2019	NIL		
Mr. Berend Odink	Chief Financial Officer/Member (***)	04.09.2019	NIL		

Corporate Responsibility Committee	Social	Yes	Mr. Stephan Gerlich Mr. Madhav Bhatkuly Mr. Shekhar Ramamurthy Mr. Sunil Kumar Alagh Mrs. Kiran Mazumdar Shaw Mr. A K Ravi Nedungadi Mr. Christiaan Van Steenbergen	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 Non-Executive-Non-Independent Director/Member	04.09.2019 27.05.2014 01.08.2015 27.05.2014 27.05.2014 04.09.2019 04.09.2019	NIL NIL NIL NIL NIL NIL NIL
Borrowing Committee		Yes	Mr. Chhaganlal Meghraj Jain Mr. A K Ravi Nedungadi Mrs. Kiran Mazumdar Shaw Mr. Madhav Bhatkuly Mr. Sunil Alagh Mr. Stephan Gerlich Mr. Berend Odink	Non-Executive-Independent Director/Chairperson 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 (***)	29.04.2005 10.02.2011 10.02.2011 04.09.2019 04.09.2019 04.09.2019 04.09.2019	03.09.2019 NIL NIL NIL NIL NIL NIL

Notes:

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

(#) The term of Mr. Chugh Yoginder Pal and Mr. Chhaganlal Jain, Independent Directors ended on September 03, 2019 and they do not seek re-appointment for another term and consequently they ceased to be members of certain Committees. Therefore, the existing committees were reconstituted.

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)
20.05.2019	11.07.2019	Yes	09	05	51 days
	19.07.2019	Yes	09	06	
	13.08.2019	Yes	10	06	

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	11.07.2019	Yes	03	03	20.05.2019	51 days
	13.08.2019	Yes	03	03		
	22.08.2019	Yes	05	03		
Nomination and Remuneration Committee	11.07.2019	Yes	05	03	NIL	32 days
	13.08.2019	Yes	05	03		
	22.08.2019	Yes	05	03		
Stakeholders' Relationship Committee	NIL	NA	NA	NA	NIL	NIL
Risk Management Committee (*)	NIL	NA	NA	NA	NIL	NIL
Borrowing Committee (*)	30.08.2019	Yes	03	02	13.06.2019	70 days
					20.06.2019	
Share Transfer Committee (*)	13.08.2019	Yes	02	NIL	20.05.2019	84 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. a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee	Yes
3.	The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligation and disclosure requirements) Regulations, 2015.	Yes
4.	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5.	<u>This report and/or the report submitted in the previous quarter has been placed before Board of Directors.</u> The report for the quarter ended 30-09-2019 shall be placed before the Board of Directors at the next meeting of the Board. The report for previous quarter ended June 30, 2019 was placed before the Board of Directors at their meeting held on August 13, 2019.	Yes
6.	Any comments/observations/advice of Board of Directors may be mentioned here:	NIL

Dated: October 11, 2019	For UNITED BREWERIES LIMITED Sd/- GOVIND IYENGAR Senior Vice President – Legal & Company Secretary
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Note on Composition of Board of Directors

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 chairperson, while keeping the interest of its shareholders paramount.

Compliance Report on Corporate Governance

Name of the Listing Entity : UNITED BREWERIES LIMITED

Half-year ending : September 30, 2019

I. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
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
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
For UNITED BREWERIES LIMITED Sd/- GOVIND IYENGAR Senior Vice President – Legal & Company Secretary		
Dated: October 11, 2019		