

## General Information about Company

BSE Scrip code	<b>532478</b>
NSE Symbol	<b>UBL</b>
Name of the entity	<b>UNITED BREWERIES LIMITED</b>
ISIN	<b>INE686F01025</b>
Financial Year	<b>01-04-2019 to 31-03-2020</b>
Reporting Quarter	<b>Quarterly</b>
Date of Report	<b>31-12-2019</b>
Risk management committee	<b>Applicable</b>
Market Capitalisation as per immediate previous Financial Year	<b>Top 100 listed entities</b>

## I. Composition of Board of Directors

Title (Mr /Ms)	Name of the Director/s	PAN and DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of appointment	Date of Re-appointment	Date of Cessation	Tenure of Director (Total period from which ID is serving on BOD in continuity) (**)	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26 (1) of Listing Regulations)
Mr.	Shekhar Ramamurthy	PAN:APWPS7970Q DIN:00504801	Executive Director/MD	01.08.2015	NIL	NIL	53 months	04.10.1961	01	NIL	NIL	NIL
Mr.	Ayani Kurussi Ravi Nedungadi	PAN:AAFPM6044A DIN:00103214	Non-Executive Non-Independent Director	09.08.2002	NIL	NIL	209 months	20.10.1957	01	NIL	01	NIL
Mr.	Sunil Kumar Alagh	PAN:ACTPA7811L DIN:00103320	Non-Executive-Independent Director	29.04.2005	03.09.2019	NA	176 months	06.11.1946	02	01	02	01
Ms.	Kiran Mazumdar Shaw	PAN:ACMPM8240N DIN: 00347229	Non-Executive Independent Director/ Chairperson(*)	26.10.2009	03.09.2019	NA	122 months	23.03.1953	05	02	NIL	NIL

Title (Mr /Ms)	Name of the Director/s	PAN and DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of appointment	Date of Re-appointment	Date of Cessation	Tenure of Director (Total period from which ID is serving on BOD in continuity) (**)	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26 (1) of Listing Regulations)
Mr.	Madhav Bhatkuly	PAN:AAAPB7378J DIN:00796367	Non-Executive Independent Director	26.10.2009	03.09.2019	NA	122 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	114 months	11.09.1958	01	01	01	NIL
Mr.	Christiaan J van Steenberg	Foreign Director DIN:0007972769	Non-Executive Non-Independent Director	08.11.2017	NIL	NA	26 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	13 months	25.07.1973	01	NIL	01	NIL

## Notes

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

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

## II. Composition of Committees

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

**Notes:**

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

(\*\*\*) 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.

**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)
13.08.2019	07.11.2019	Yes	08	04	85 days

**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	07.10.2019	Yes—Out of 3 directors, 2 were present	02	01	22.08.2019	45 days
	06.11.2019	Yes	03	02		
Nomination and Remuneration Committee	NIL	Not Applicable (NA)	05	03	22.08.2019	NA
Stakeholders' Relationship Committee	07.11.2019	Yes	04	03	NIL	NA
Risk Management Committee (*)	07.11.2019	Yes	06	04	NIL	NA
Borrowing Committee	07.11.2019	Yes	05	04	30.08.2019	68 days
Share Transfer Committee (*)	07.11.2019	Yes	04	01	13.08.2019	85 days

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

## V. Related Party Transactions

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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

<b>S.N.</b>	<b>Subject</b>	<b>Compliance status (Yes/No)</b>
1.	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
2.	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>a. Audit Committee</b> <b>b. Nomination &amp; Remuneration Committee</b> <b>c. Stakeholders Relationship Committee</b> <b>d. Risk Management Committee</b>	Yes
3.	The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligation and disclosure requirements) Regulations, 2015.	Yes
4.	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5.	<u>This report and/or the report submitted in the previous quarter has been placed before Board of Directors.</u> The report for the quarter ended 31-12-2019 shall be placed before the Board of Directors at the next meeting of the Board. The report for previous quarter ended September 30, 2019 was placed before the Board of Directors at their meeting held on November 07, 2019.	Yes
6.	Any comments/observations/advice of Board of Directors may be mentioned here:	NIL

Dated: January 06, 2020

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