



UNITED BREWERIES LIMITED

January 10, 2018

1. Department of Corporate Services  
BSE Limited  
1<sup>st</sup> Floor, P J Towers  
Dalal Street,  
Mumbai – 400 001

2. National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra (East)  
Mumbai – 400 051

Dear Sirs,

Sub: **Compliance Report on Corporate Governance for the quarter ended December 31, 2017.**

In terms of Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith compliance report on Corporate Governance for the quarter ended December 31, 2017.

Kindly treat this as our compliance in terms of the relevant provision of the Regulations.

Thanking you,

Yours faithfully  
For UNITED BREWERIES LIMITED

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

Encl: As above

**General Information about Company**

Scrip code	532478
Name of the entity	UNITED BREWERIES LIMITED
Quarter ending	31-12-2017

**I. Composition of Board of Directors**

#	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	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
1.	Mr.	Shekhar Ramamurthy	PAN: APWPS7970Q DIN: 00504801	Executive Director	01-08-2015	--	01	--	--
2.	Mr.	Steven Bosch	PAN: CMRPB4098N DIN: 07573930	Executive Director	01-09-2016	--	01	--	--
3.	Mr.	Ayani Kurussi Ravi Nedungadi	PAN: AAFP6044A DIN: 00103214	Non-Executive Director	09-08-2002	--	03	04	01
4.	Mr.	Sijbe Hiemstra (*)	Foreign Director DIN: 00442940	Non-Executive Director	08-11-2017	--	01	--	--
5.	Mr.	Frans Erik Eusman	Foreign Director DIN: 07242083	Non-Executive Director	01-08-2015	--	01	--	--
6.	Mr.	Chugh Yoginder Pal	PAN: AAAPP6306L DIN: 00106536	Non-Executive-Independent Director/Chairperson	04-09-2014	60	03	04	03
7.	Mr.	Sunil Kumar Alagh	PAN: ACTPA7811L DIN: 00103320	Non-Executive-Independent Director	04-09-2014	60	03	05	01
8.	Mr.	Chhaganlal Meghraj Jain	PAN: ACWPI2205J DIN: 00102910	Non-Executive-Independent Director	04-09-2014	60	03	04	02
9.	Mrs.	Kiran Mazumdar Shaw	PAN: ACMPM8240N DIN: 00347229	Non-Executive-Independent Director	04-09-2014	60	05	--	--
10.	Mr.	Madhav Bhatkuly	PAN: AAAPB7378J DIN: 00796367	Non-Executive-Independent Director	04-09-2014	60	01	--	--



#	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	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
11.	Mr.	Stephan Friedhalm Gerlich	PAN: AGZPG9440K DIN: 00063222	Non-Executive-Independent Director	04-09-2014	60	01	--	--
12.	Mr.	Christiaan J van Steenbergen (*)	Foreign Director DIN: 0007972769	Non-Executive Director	08-11-2017	--	01	--	--

(\*) Mr. Sijbe Hiemstra has resigned from the Board w.e.f. November 08, 2017 following his formal retirement from Heineken International.

(\*) Mr. Christiaan J van Steenbergen has been appointed as Additional Director on the Board as a Nominee Director of Heineken International in place of Mr. Sijbe Hiemstra w.e.f. November 08, 2017.

## II. Composition of Committees

#	Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / Independent Nominee)
1.	Audit Committee	Mr. Chugh Yoginder Pal Mr. Sunil Kumar Alagh Mr. Chhaganlal Meghraj Jain	Non-Executive-Independent Director/Chairperson Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member
2.	Nomination & Remuneration Committee	Mr. Sunil Kumar Alagh Mr. Chugh Yoginder Pal Mr. Chhaganlal Meghraj Jain Mr. A K Ravi Nedungadi Mr. Frans Erik Eusman	Non-Executive-Independent Director/Chairperson Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member Non-Executive-Non-Independent Director/Member Non-Executive-Non-Independent Director/Member
3.	Stakeholders Relationship Committee	Mr. Chugh Yoginder Pal Mr. Sunil Kumar Alagh Mr. Chhaganlal Meghraj Jain	Non-Executive-Independent Director/Chairperson Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member
4.	Risk Management Committee	Mrs. Kiran Mazumdar Shaw Mr. Shekhar Ramamurthy Mr. Steven Bosch Mr. Chugh Yoginder Pal Mr. Chhaganlal Meghraj Jain Mr. Madhav Bhatkuly	Non-Executive-Independent Director/Chairperson Executive Director/Member Executive Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member



5.	Corporate Social Responsibility Committee	Mr. Madhav Bhatkuly Mr. Shekhar Ramamurthy Mr. Steven Bosch Mr. Sunil Kumar Alagh Mrs. Kiran Mazumdar Shaw	Non-Executive-Independent Director/Chairperson Executive Director/Member Executive Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member
6.	Borrowing Committee	Mr. Chhaganlal Jain Mr. Steven Bosch Mr. A K Ravi Nedungadi Mrs. Kiran Mazumdar Shaw	Non-Executive-Independent Director/Chairperson Executive Director/Member Non-Executive-Non-Independent Director/Member Non-Executive-Independent Director/Member
7.	Share Transfer Committee	Mr. A K Ravi Nedungadi Mr. Shekhar Ramamurthy Mr. Steven Bosch	Non-Executive-Non-Independent Director/Chairperson Executive Director/Member Executive Director/Member

### 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	Maximum gap between any two consecutive (in number of days)
04-07-2017		
10-08-2017	08-11-2017	89 days

### IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement / of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	07-11-2017	Yes-All members were present	09-08-2017	89 days
Nomination & Remuneration Committee	08-11-2017	Yes-All members were present	04-07-2017	126 days
Risk Management Committee	07-11-2017	Yes-All members were present	Nil	--
Stakeholders' Relationship Committee	--	--	09-08-2017	--
Borrowing Committee (*)	27-11-2017	Yes-All members were present	10-08-2017	108 days
Share Transfer Committee (*)	27-10-2017 02-11-2017 27-11-2017	Yes-All members were present Yes-All members were present Yes-All members were present	10-08-2017	77 days



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

**V. Related Party Transactions**

Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable

**VI. Affirmation**

#	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 Obligations 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.	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. The report for the quarter ended 31-12-2017 shall be placed before the Board of Directors at the next meeting of the Board. The report for previous quarter ended 30-09-2017 was placed before the Board of Directors at their meeting held on November 08, 2017.	Yes

For UNITED BREWERIES LIMITED



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



January 10, 2018.