

1. Name of the Listed Entity : UNITED BREWERIES LIMITED

2. Quarter ending : March 31, 2016

### I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director/s	PAN & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)	Date of Appointment in the current term / cessation	Tenure	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)
Dr.	Vijay Mallya	PAN: AENPM6247A DIN: 00122890	Non-Executive Chairman	March 30, 2002	N.A.	05	NIL	NIL
Mr.	Shekhar Ramamurthy	PAN: APWPS7970Q DIN: 00504801	Executive Director	August 01, 2015	5 Years	01	NIL	NIL
Mr.	Henricus Petrus Van Zon	PAN: ARQPV4038C DIN: 06485007	Executive Director	December 07, 2012	4 Years	01	NIL	NIL
Mr.	Ayani Kurussi Ravi Nedungadi	PAN: AAFPN6044A DIN: 00103214	Non-Executive Director	August 09, 2002	N.A.	03	04	01
Mr.	Sijbe Hiemstra	PAN: N.A. DIN: 00442940	Non-Executive Director	July 23, 2015	N.A.	01	NIL	NIL
Mr.	Frans Erik Eusman	PAN: N.A. DIN: 07242083	Non-Executive Director	August 01, 2015	N.A.	01	NIL	NIL

Title (Mr./ Ms.)	Name of the Director/s	PAN & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)	Date of Appointment in the current term / cessation	Tenure	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)
Mr.	Chugh Yoginder Pal	PAN: AAAPP6306L DIN: 00106536	Independent Director	September 04, 2014	5 Years	03	04	03
Mr.	Sunil Kumar Alagh	PAN: ACTPA7811L DIN: 00103320	Independent Director	September 04, 2014	5 Years	03	05	01
Mr.	Chhaganlal Meghraj Jain	PAN: ACWPJ2205J DIN: 00102910	Independent Director	September 04, 2014	5 Years	03	05	03
Ms.	Kiran Mazumdar Shaw	PAN: ACMPM8240N DIN: 00347229	Independent Director	September 04, 2014	5 Years	05	NIL	NIL
Mr.	Madhav Bhatkuly	PAN: AAAPB7378J DIN: 00796367	Independent Director	September 04, 2014	5 Years	01	NIL	NIL
Mr.	Stephan Friedhlm Gerlich	PAN: AGZPG9440K DIN: 00063222	Independent Director	September 04, 2014	5 Years	01	NIL	NIL

## II. Composition of Committees

<b>Name of the Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson / Executive / Non-Executive / Independent / Nominee)</b>
1) Audit Committee	Mr. Chugh Yoginder Pal Mr. Sunil Kumar Alagh Mr. Chhaganlal Meghraj Jain	Chairperson/Independent Director Independent Director Independent Director
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	Chairperson/Independent Director Independent Director Independent Director Non-Executive Director Non-Executive Director
3) Risk Management Committee	Dr. Vijay Mallya Mr. Shekhar Ramamurthy Mr. Henricus Petrus van Zon Ms. Kiran Mazumdar Shaw Mr. Chugh Yoginder Pal Mr. Chhaganlal Meghraj Jain Mr. Madhav Bhatkuly	Chairperson/Non-Executive Executive Director Executive Director Independent Director Independent Director Independent Director Independent Director
4) Stakeholders Relationship Committee	Mr. Chugh Yoginder Pal Mr. Sunil Kumar Alagh Mr. Chhaganlal Meghraj Jain	Chairperson/Independent Director Independent Director Independent Director

## III. Meeting of Board of Directors

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
November 02, 2015	February 02, 2016	91 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	February 01, 2016 and March 14, 2016	Yes - All members were present Yes - All members were present	November 01, 2015	91 days
Nomination & Remuneration Committee	February 02, 2016 February 19, 2016	Yes – Out of 5 members 4 were present Yes - Out of 5 members, 4 were present	October 20, 2015 November 02, 2015 November 27, 2015	
Stakeholders Relationship Committee	February 02, 2016	Yes - All members were present	--	
Borrowing Committee	--	--	--	
Risk Management Committee	February 02, 2016	Yes - All members were present	--	
Corporate Social Responsibility Committee	--	--	--	
Share Transfer Committee	January 05, 2016 March 24, 2016	Yes - All members were present	November 02, 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

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
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
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.
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.
5. The report submitted in the previous quarter has been placed before Board of Directors.

For UNITED BREWERIES LIMITED

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

Dated: April 13, 2016

**Annual Compliance Report on Corporate Governance – March 31, 2016**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent Directors	Yes	
Composition of various committees of Board of Directors	Yes	
Code of Conduct of Board of Directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive Directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent Directors	NA *	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes

Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3), (4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA **
Composition of Board of Directors of unlisted material subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes

Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	NA *
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<b>III Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
<b>GOVIND IYENGAR</b> Senior Vice President – Legal & Company Secretary		
April 13, 2016		

\* The existing Independent Directors are associated with the Company for several years and are fully conversant with the business and operations of the Company. Familiarization program for new independent Directors as and when inducted will be conducted to familiarize them with the company, their roles, rights, responsibility in the Company, market, business model of the Company etc.

\*\* The Company has not entered into any transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.