



UNITED BREWERIES LIMITED

October 09, 2017

1. Department of Corporate Service
BSE Limited
1st 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 Half year along-with second quarter ended September 30, 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 Half-year along-with Second quarter ended on September 30, 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
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Quarterly
Date of Report	30-09-2017
Risk management committee	Applicable

Annexure 1

Annexure I to be submitted by listed entity on quarterly basis
I. Composition of Board of Directors

SN	Title (Mr./ Ms.)	Name of the Director	PAN and DIN	Category (Executive Director/ Executive-Independent Director/ Executive-Independent Director/ Executive-Nominee Director/ Chairperson/ Shareholder Director/ Employee Director/CEO, CEO-MD)	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 DIN: 00504801	Executive Director/CEO-MD	01-08-2015	--	01	--	--
2.	Mr.	Steven Bosch	PAN: CMRPB4098N DIN: 07573930	Executive Director	01-09-2016	--	01	--	--

SN	Title (Mr./Ms.)	Name of the Director	PAN and DIN	Category (Executive Director/ Non-Executive-Independent Director/ Non-Executive-Independent Director/ Non-Executive-Nominee Director/ Chairperson/ Shareholder Director/ Employee Director/CEO, CEO-MD)	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)
3.	Mr.	Ayani Kurussi Ravi Nedungadi	PAN: AAFP6044A DIN: 00103214	Non-Executive-Non Independent Director	09-08-2002	--	03	04	01
4.	Mr.	Sijbe Hjemstra	Foreign Director DIN: 00442940	Non-Executive-Non Independent Director	23-07-2015	--	01	--	--
5.	Mr.	Frans Erik Eusman	Foreign Director DIN: 07242083	Non-Executive-Non Independent Director	01-08-2015	--	01	--	--
6.	Mr.	Chugh Yoginder Pal	PAN: AAAPP6306L DIN: 00106536	Non-Executive-Independent Director	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.	Kirar Mazumdar Shaw	PAN: ACM/PM8240N 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	--	--
11.	Mr.	Stephan Friedhalm Gerlich	PAN: AGZPG9440K DIN: 00063222	Non-Executive-Independent Director	04-09-2014	60	01	--	--

Note: Dr. Vijay Malliya

Pursuant to an order passed by Securities Exchange Board of India (SEBI) on 25.01.2017, Dr. Vijay Malliya is ".....restrained from holding the position as Director or Key Managerial Personnel of any listed company" with effect from the date of said Order. Consequently, the Board of Directors of the Company had resolved not to send Notice/Agenda and other privileged information to Dr. Malliya and requested him to step down from the Board. The SEBI order was challenged before the Securities Appellant Tribunal (SAT) by Dr. Malliya and the SAT dismissed the appeal on August 11, 2017 without granting any relief to Dr. Malliya. As the SEBI Order has neither been stayed nor vacated, Dr. Malliya continues to be restrained from being on the Board of any listed Company as per the said Order. Pursuant to the decision of the Board of Directors at its meeting held on August 10, 2017, the Company has filed requisite forms with the Registrar of Companies reporting Dr. Vijay Malliya's cessation from holding the position of Director in the Company pursuant to the SEBI Order. The Company has also made requisite disclosures to the Stock Exchanges on August 10, 2017.

II. Composition of Committees

SN	Name of the Committee	Name of members	Committee	Category (Executive Director/Non-Executive-Nominee Director/Chairperson/Non-Executive-Independent Director/Non-Executive-Member)
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	Mr. Shekhar Ramamurthy Mr. Steven Bosch Mrs. Kiran Mazumdar Shaw Mr. Chugh Yoginder Pal Mr. Chhaganlal Meghraj Jain Mr. Madhav Bhatkuly		Executive Director/Member Executive Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member

5.	Corporate Social Responsibility Committee	Mr. Shekhar Ramamurthy Mr. Steven Bosch Mr. Sunil Kumar Alagh Mrs. Kiran Mazumdar Shaw Mr. Madhav Bhatkuly	Executive Director/Member Executive Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member
6.	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

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.	17-05-2017	04-07-2017	
2.	---	10-08-2017	47 days

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	09-08-2017	Yes-All members were present	17-05-2017	83 days
2.	Nomination and Remuneration committee	04-07-2017	Yes-All members were present	21-06-2017	--
3.	Nomination and Remuneration committee	--	Yes-All members were present	17-05-2017	35 days
4.	Share Transfer Committee	10-08-2017	Yes-All members were present	17-05-2017	84 days

V. Related Party Transactions

S.N.	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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. 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 30-09-2017 shall be placed before the Board of Directors at the next meeting of the Board. The report for previous quarter ended June 30, 2017 was placed before the Board of Directors at their meeting held on August 10, 2017.	Yes

For UNITED BREWERIES LIMITED



Govind Iyengar


GOVIND IYENGAR
Senior Vice President – Legal &
Company Secretary

Dated: October 10, 2017.

Compliance Report on Corporate Governance

Name of the Listing Entity : UNITED BREWERIES LIMITED

Half-year ending : September 30, 2017

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
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>For UNITED BREWERIES LIMITED</p>  <p><i>Govind Iyengar</i> Govind Iyengar Senior Vice President - Legal & Company Secretary</p>		
Dated: October 10, 2017		