

General Information about Company

BSE Scrip code	532478
NSE Symbol	UBL
Name of the entity	UNITED BREWERIES LIMITED
ISIN	INE686F01025
Financial Year	01-04-2021 to 31-03-2022
Reporting Quarter/Half-yearly/Yearly	Quarterly/Half-yearly/Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 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.	Sunil Kumar Alagh	PAN:ACTPA7811L DIN:00103320	Non-Executive Independent Director	29.04.2005	04.09.2019	NA	203 Months	06.11.1946	02	01	02	01
Ms.	Kiran Mazumdar Shaw	PAN:ACMPM8240N DIN: 00347229	Non-Executive Independent Director	26.10.2009	04.09.2019	NA	149 months	23.03.1953	05	02	NIL	NIL
Mr.	Madhav Narayan Bhatkuly	PAN:AAAPB7378J DIN:00796367	Non-Executive Independent Director	26.10.2009	04.09.2019	NA	149 months	22.01.1966	01	01	NIL	02

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.	Stephan Friedhelm Gerlich (*)	PAN: AGZPG9440K DIN:00063222	Non-Executive Independent Director/ Chairperson	02.07.2010	04.09.2019	NA	141 months	11.09.1958	01	01	01	NIL
Mr.	Christiaan August J van Steenberg	Foreign Director DIN:07972769	Non-Executive Non-Independent Director	08.11.2017	NIL	NA	53 months	17.05.1956	01	NIL	NIL	NIL
Mr.	Jan Cornelis van der Linden	Foreign Director DIN:08743047	Non-Executive Non-Independent Director	01.06.2020	NIL	NA	21 months	25.02.1972	01	NIL	01	NIL
Mr.	Rishi Pardal	PAN:AIFPP2134F DIN:02470061	Managing Director	12.06.2020	NIL	NA	21 months	16.05.1973	01	NIL	NIL	NIL
Mr.	Berend Cornelis Roelof Odink	PAN:AEEO7564B DIN:09138421	Director (in Executive Capacity)	29.06.2021	NIL	NA	9 months	08.07.1976	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 Articles, the Company has opted to rotate the chairman/chairperson, while keeping the interest of its shareholders paramount. Mr. Stephan Gerlich is now opted as Chairman for Board meetings.

(**) 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. Jan Cornelis van der Linden	Non-Executive-Independent Director/Chairperson Non-Executive-Independent Director/Member Non-Executive-Non-Independent Director/Member	04.09.2019 29.04.2005 01.06.2020	NIL NIL NIL
Nomination & Remuneration Committee	Yes	Ms. Kiran Mazumdar Shaw Mr. Sunil Kumar Alagh Mr. Christiaan J van Steenbergen	Non-Executive-Independent Director/Chairperson Non-Executive-Independent Director/Member Non-Executive-Non-Independent Director/Member	04.09.2019 27.05.2014 04.09.2019	NIL NIL NIL
Stakeholders' Relationship Committee	Yes	Mr. Madhav Bhatkuly Mr. Sunil Kumar Alagh Mr. Stephan Friedhelm Gerlich Mr. Berend Odink	Non-Executive-Independent Director/Chairperson Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member Executive Director and Chief Financial Officer/Member	04.09.2019 27.05.2014 04.09.2019 30.07.2021	NIL NIL NIL NIL
Risk Management Committee	Yes	Mr. Sunil Kumar Alagh Mrs. Kiran Mazumdar Shaw Mr. Rishi Pardal Mr. Madhav Bhatkuly Mr. Stephan Friedhelm Gerlich Mr. Berend Odink Mr. Jan Cornelis van der Linden	Non-Executive-Independent Director/Chairperson Non-Executive-Independent Director/Member Executive Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member Executive Director and Chief Financial Officer/Member Non-Executive-Non-Independent Director/Member	04.09.2019 13.08.2014 01.08.2020 13.08.2014 14.11.2018 04.09.2019 01.06.2020	NIL NIL NIL NIL NIL NIL NIL
Corporate Social Responsibility Committee	Yes	Mr. Stephan Friedhelm Gerlich Mr. Rishi Pardal Mrs. Kiran Mazumdar Shaw Mr. Christiaan Van Steenbergen Mr. Berend Odink	Non-Executive-Independent Director/Chairperson Executive Director/Member Non-Executive-Independent Director/Member Non-Executive-Non-Independent Director/Member Executive Director and Chief Financial Officer/Member	04.09.2019 01.08.2020 27.05.2014 04.09.2019 30.07.2021	NIL NIL NIL NIL NIL
Borrowing Committee	Yes	Mr. Madhav Bhatkuly Mrs. Kiran Mazumdar Shaw Mr. Sunil Kumar Alagh Mr. Stephan Friedhelm Gerlich Mr. Berend Odink	Non-Executive-Independent Director/Chairperson Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member Executive Director and Chief Financial Officer/Member	04.09.2019 10.02.2011 04.09.2019 04.09.2019 30.07.2021	NIL NIL NIL NIL NIL
Share Transfer Committee	Yes	Mr. Stephan Friedhelm Gerlich Mr. Christiaan Van Steenbergen Mr. Rishi Pardal Mr. Berend Odink	Non-Executive-Independent Director/Chairperson Non-Executive-Non-Independent Director/Member Executive Director/Member Executive Director and Chief Financial Officer/Member	04.09.2019 04.09.2019 01.08.2020 30.07.2021	NIL NIL NIL NIL

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)
27.10.2021	28.01.2022	Yes	08	04	92 days

IV. Meeting of Committees

Name of Committees	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	27.01.2022	Yes-All Directors were present	03	02	26.10.2021	92 days
Nomination and Remuneration Committee	25.01.2022	Yes-All Directors were present	03	02	25.10.2021	91 days
	21.03.2022	Yes-All Directors were present	03	02		
Independent Directors (*)	NIL	Yes-All Directors were present	04	04	08.11.2021	NIL
Stakeholder's Relationship Committee	NIL	Yes-All Directors were present	04	03	22.10.2021	NIL
Share Transfer Committee (*)	24.01.2022	Yes-All Directors were present	04	01	22.10.2021	93 days
Risk Management Committee	24.02.2022	Yes-Out of 7 directors, 6 directors were present	06	03	26.10.2021	120 days

(*) These committee 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

<u>S.N.</u>	<u>Subject</u>	<u>Compliance status (Yes/No)</u>
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 March 31, 2022 shall be placed before the Board of Directors at the next meeting of the Board. The report for previous quarter ended December 31, 2021 was placed before Board of Directors at their meeting held on January 28, 2022.	Yes
6.	Any comments/observations/advice of Board of Directors may be mentioned here:	NIL

Dated: April 13, 2022

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

Format – End of the Financial year (for the whole of financial year)**I. Disclosure on website in terms of Listing Regulations**

Item	Compliance Status (Yes/No/NA) <small>refer note below</small>	If yes provide link to website. If No/NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.unitedbreweries.com
b) Terms and conditions of appointment of independent directors	Yes	www.unitedbreweries.com
c) Composition of various committees of board of directors	Yes	www.unitedbreweries.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.unitedbreweries.com
e) Details of establishment of vigil mechanism/Whistle Blower Policy	Yes	www.unitedbreweries.com
f) Criteria of making payments to non-executive directors	Yes	www.unitedbreweries.com
g) Policy on dealing with related party transactions	Yes	www.unitedbreweries.com
h) Policy for determining 'material' subsidiaries	Yes	www.unitedbreweries.com
i) Details of familiarization programmes imparted to independent directors (*)	Yes	www.unitedbreweries.com
j) Email address for grievance redressal and other relevant details	Yes	www.unitedbreweries.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.unitedbreweries.com
l) Financial Information/results	Yes	www.unitedbreweries.com
m) Shareholding pattern	Yes	www.unitedbreweries.com
n) Details of agreements entered into with the media companies and/or their associates	Yes	www.unitedbreweries.com
o) Schedule of analyst or institutional investor meet, and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.unitedbreweries.com
p) New name and the old name of the listed entity	Yes	www.unitedbreweries.com
q) Advertisements as per regulation 47(1)	Yes	www.unitedbreweries.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.unitedbreweries.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.unitedbreweries.com
As per order regulations of the LODR		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.unitedbreweries.com
b) Materiality Policy as per Regulation 30	Yes	www.unitedbreweries.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	www.unitedbreweries.com
It is certified that these contents on the website of the listed entity are correct		

II. Annual Affirmations

Particulars	Regulation Number	Compliance Status (Yes/No/NA) <small>refer note below</small>
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), 17(A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	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
Recommendation of board	17(11)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), 23 (1A), (5-8)	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
Disclosure of related party transactions or consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements w.r.t. to subsidiary of listed entity	24(2 to 6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes

Familiarization of independent directors (*)	25(7)	NA
Directors and Officers Insurance	25(10)	Yes
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

Disclosure of Notes:

(*) 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.

III. Affirmations

SN	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Dated: April 13, 2022	For UNITED BREWERIES LIMITED Sd/- GOVIND IYENGAR Senior Vice President – Legal & Company Secretary
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Compliance Report on Corporate Governance

Name of the Listing Entity : UNITED BREWERIES LIMITED

Half-year ending : March 31, 2022

I. Disclosure of Loans/guarantees/comfort letters/securities etc, refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL

(B) Any guarantee/comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

II. Affirmations:

All loans (or other form of debt), guarantee, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For UNITED BREWERIES LIMITED
Sd/-

Dated: April 13, 2022

Chief Financial Officer

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee/comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt:

- a) by a government company to/ for the Government or government company
- b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
- c) by a banking company or an insurance company; and
- d) by the listed entity to its employees or directors as a part of the service conditions

2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.