

General Information about Company

BSE Scrip code	532478
NSE Symbol	UBL
Name of the entity	UNITED BREWERIES LIMITED
ISIN	INE686F01025
Financial Year	01-04-2023 to 31-03-2024
Reporting Quarter/Half-yearly/Yearly	Quarterly/Half-yearly/Yearly
Date of Report	31-03-2024
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)
Ms.	Kiran Mazumdar Shaw	PAN:ACMPM8240N DIN: 00347229	Non-Executive Independent Director	26.10.2009	04.09.2019	NA	173 months	23.03.1953	04	02	NIL	NIL
Mr.	Christiaan August J van Steenberg	Foreign Director DIN: 07972769	Non-Executive Non-Independent Director	08.11.2017	NIL	NA	75 months	17.05.1956	01	NIL	01	NIL
Mr.	Jan Cornelis van der Linden	Foreign Director DIN: 08743047	Non-Executive Non-Independent Director	01.06.2020	NIL	NA	45 months	25.02.1972	01	NIL	01	NIL
Mr.	Manu Anand	PAN:AEVPA7104C DIN: 00396716	Non-Executive Independent Director	29.05.2022	NIL	NA	22 months & 3 days	20.07.1958	02	02	03	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)
Ms.	Geetu Gidwani Verma	PAN:AAFPV1256L DIN: 00696047	Non-Executive Independent Director	29.05.2022	NIL	NA	22 months & 3 days	09.06.1966	02	02	02	NIL
Mr.	Radovan Sikorsky	QGZPS1183P DIN: 09684447	Director & CFO (in Executive Capacity)	15.08.2022	NIL	NA	19 months & 17 days	22.03.1967	01	NIL	01	NIL
Mr.	Anand Kripalu (*)	PAN:AAAPK9657R DIN: 00118324	Chairman and Non-Executive Independent Director	22.02.2023	NIL	NA	13 months & 7 days	02.10.1958	02	01	02	01
Mr.	Subramaniam Somasundaram	PAN:APIPS2818H DIN: 01494407	Non-Executive Independent Director	04.06.2023	NIL	NA	10 months & 27 days	28.11.1960	02	02	02	01
Mr.	Vivek Gupta	PAN:AERPG3195D DIN: 10311134	Managing Director & CEO	25.09.2023	NIL	NA	6 months & 6 days	17.06.1976	01	NIL	NIL	NIL

Notes:

(*) As a matter of good governance practice and in the interest of shareholders of the company, the Board appointed Mr. Anand Kripalu, Independent Director as Permanent Chairman of the Board with effect from February 08, 2024, and he shall preside as Chairman at all Board meetings and General Meetings of the members of the Company. During the quarter ended March 31, 2024, there was one Board meeting of the Company held on February 08, 2024, which was chaired by Mr. Anand Kripalu, Chairman and Independent Director of the Board of the Company.

(**) 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/ Change	Date of Cessation
Audit Committee	Yes	Mr. Subramaniam Somasundaram Mr. Manu Anand Mr. Jan Cornelis van der Linden Ms. Geetu Gidwani Verma Mr. Anand Kripalu	Non-Executive-Independent Director/Chairman Non-Executive-Independent Director/Member Non-Executive-Non-Independent Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member	04.06.2023 13.06.2022 01.06.2020 13.06.2022 10.04.2023	NIL NIL NIL NIL NIL
Nomination & Remuneration Committee	Yes	Ms. Kiran Mazumdar Shaw Mr. Christiaan J van Steenberg Ms. Geetu Gidwani Verma Mr. Manu Anand	Non-Executive-Independent Director/Chairperson Non-Executive-Non-Independent Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member	04.09.2019 04.09.2019 13.06.2022 13.06.2022	NIL NIL NIL NIL
Stakeholders' Relationship Committee and Share Transfer Committee	Yes	Mr. Anand Kripalu Mr. Christiaan J van Steenberg Ms. Geetu Gidwani Verma Mr. Manu Anand Mr. Radovan Sikorsky	Non-Executive-Independent Director/Chairman Non-Executive-Non-Independent Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member Executive Director and Chief Financial Officer/Member	10.04.2023 04.09.2019 13.06.2022 13.06.2022 15.08.2022	NIL NIL NIL NIL NIL
Risk Management Committee	Yes	Mr. Manu Anand Mr. Jan Cornelis van der Linden Ms. Geetu Gidwani Verma Mr. Anand Kripalu Mr. Vivek Gupta Mr. Subramaniam Somasundaram	Non-Executive-Independent Director/Chairman Non-Executive-Non-Independent Director/Member Non-Executive-Independent Director/Member Non-Executive-Independent Director/Member Executive Director/Member Non-Executive-Independent Director/Member	13.06.2022 01.06.2020 13.06.2022 10.04.2023 19.10.2023 19.10.2023	NIL NIL NIL NIL NIL NIL
Corporate Social Responsibility/ Environmental, Social and Governance Committee	Yes	Ms. Geetu Gidwani Verma Ms. Kiran Mazumdar Shaw Mr. Christiaan J van Steenberg Mr. Radovan Sikorsky Mr. Vivek Gupta	Non-Executive-Independent Director/Chairperson Non-Executive-Independent Director/Member Non-Executive-Non-Independent Director/Member Executive Director & Chief Financial Officer/Member Executive Director/Member	13.06.2022 27.05.2014 04.09.2019 15.08.2022 19.10.2023	NIL NIL NIL NIL NIL
Borrowing Committee	Yes	Mr. Manu Anand Ms. Kiran Mazumdar Shaw Mr. Radovan Sikorsky	Non-Executive-Independent Director/Chairman Non-Executive-Independent Director/Member Executive Director and Chief Financial Officer/Member	13.06.2022 10.02.2011 15.08.2022	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)
06.10.2023	08.02.2024	Yes	09	05	111 days
19.10.2023					

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	08.02.2024	Yes - All Director present	5	4	06.10.2023	112 days
		Yes - All Director present	5	4	19.10.2023	
Nomination and Remuneration Committee	07.02.2024	Yes - All Directors present	4	2	18.10.2023	111 days
Stakeholder's Relationship Committee and Share Transfer Committee	07.02.2024	Yes - All Directors present	5	3	18.10.2023	111 days
Risk Management Committee	07.02.2024	Yes - All Directors present	6	4	06.10.2023	123 days
Corporate Social Responsibility and Environmental, Social & Governance Committee	07.02.2024	Yes - All Directors present	5	1	18.10.2023	111 days
Borrowing Committee	NIL	NA	NIL	NIL	NIL	NIL

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material Related Party Transactions	NA
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 March 31, 2024 shall be placed before the Board of Directors at the next meeting of the Board. The report for previous quarter ended December 31, 2023 was placed before Board of Directors at their meeting held on February 08, 2024.	Yes
6.	Any comments/observations/advice of Board of Directors may be mentioned here:	NIL

Dated: April 08, 2024.	For UNITED BREWERIES LIMITED Sd/- VIVEK GUPTA Managing Director & Chief Executive Officer
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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	https://www.unitedbreweries.com/about-us
b) Terms and conditions of appointment of independent directors	Yes	https://www.unitedbreweries.com/pdf/TERMS_AND_CONDITIONS
c) Composition of various committees of board of directors	Yes	https://www.unitedbreweries.com/pdf/list-of-directors-and-committee-members.pdf
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.unitedbreweries.com/pdf/policyandcodes/Code%20of%20Business%20Conduct%20And%20Ethics.pdf
e) Details of establishment of vigil mechanism / Whistle Blower Policy	Yes	https://www.unitedbreweries.com/pdf/policyandcodes/English_(US)_HEINEKEN_Speak_Up_Policy_UB.pdf
f) Criteria of making payments to non-executive directors	Yes	https://www.unitedbreweries.com/pdf/policyandcodes/Criteria%20of%20making%20payments%20to%20non%20executive%20directors%202023.pdf
g) Policy on dealing with related party transactions	Yes	https://www.unitedbreweries.com/pdf/policyandcodes/Policy%20on%20Related%20Party%20Transactions.pdf
h) Policy for determining 'material' subsidiaries	Yes	https://www.unitedbreweries.com/pdf/policyandcodes/Policy%20for%20Determining%20Material%20Subsidiaries-PDF.pdf
i) Details of familiarization programmes imparted to independent directors (*)	Yes	https://www.unitedbreweries.com/pdf/policyandcodes/Familiarisation-Programme-2023.pdf
j) Email address for grievance redressal and other relevant details	Yes	https://www.unitedbreweries.com/Investors/Investor Queries
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.unitedbreweries.com/Investors/Investor Queries

l) Financial Information / results	Yes	https://www.unitedbreweries.com/Investors/Annual Financial Reports.pdf
m) Shareholding pattern	Yes	https://www.unitedbreweries.com/investor/financialinfo
n) Details of agreements entered with the media companies and/or their associates	NA	The company is provided Email and its address for receiving feedback details.
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	https://www.unitedbreweries.com/Investors/Investors Earning Calls / Schedule and; https://www.unitedbreweries.com/investors/Audio Video Recording
p) new name and the old name of the listed entity	Yes	https://www.unitedbreweries.com/about-us
q) Advertisements as per regulation 47(1)	Yes	https://www.unitedbreweries.com/Investors/BoardMeetingNotice
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://www.unitedbreweries.com/Investors/InvestorInformation/CreditRating
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.unitedbreweries.com/Investors/AnnualFinancialReports

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	https://www.unitedbreweries.com/pdf/policyandcodes/Policy%20on%20Determination%20of%20Materiality%20of%20Events%20and%20Information.pdf
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.unitedbreweries.com/pdf/policyandcodes/Dividend%20Distribution%20Policy%202016.pdf

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)	No
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)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes

Familiarization of independent directors (*)	25(7)	Yes
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)	NA
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Disclosure of Notes:

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

(*) 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 provision of Regulation of Disclosure of Shareholding by Non-Executive Directors has been Omitted by the SEBI w.e.f. 05.05.2021.

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 08, 2024. Place: Bengaluru	For UNITED BREWERIES LIMITED Sd/- VIVEK GUPTA Managing Director and Chief Executive Officer
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Compliance Report on Corporate Governance

Name of the Listing Entity : UNITED BREWERIES LIMITED

Half-year ending : March 31, 2024

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

VIVEK GUTPA

Managing Director & Chief Executive Officer

Dated: April 08, 2024.

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.