

## **UNITED BREWERIES LIMITED**

### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

Regulation 25 (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the Company to familiarize its Independent Directors through various programs about the Company including the following:

- (a) nature of the industry in which the Company operates;
- (b) business model of the Company;
- (c) roles, rights, responsibilities of independent directors; and
- (d) any other relevant information.

During the year, two Independent Directors expressed their desire to retire from the Board effective September 03, 2019 and did not seek re-appointment. Currently, there are four Independent Directors who were re-appointed by the Members at their Annual General Meeting held on August 22, 2019 for second consecutive term of five years from September 04, 2019 to September 03, 2024. These Directors are fully conversant with the beer business and operations of the Company. Their expertise in the operations of the Company are considered vital by the Management.

The Familiarization programme for new Independent Directors, as and when inducted, shall aim to familiarize them with the Company, their roles, rights, responsibility in the Company, market, business model of the Company etc. The Board of Directors has complete access to the information within the Company.

Presentations are regularly made to the Board of Directors/Audit Committee/Nomination & Remuneration Committee on various related matters where Directors get an opportunity to interact with Senior Management team. The re-appointment letters issued to the Independent Directors also deals with their role, duties and responsibilities.

### **STRUCTURE OF THE PROGRAMME**

#### **1. Familiarization upon induction of new Directors**

- A new Director shall be provided with a copy of all the applicable codes and policies formulated and adopted by the Company.
- An orientation on the Company's, products, markets, customers and functions shall be provided by the CEO/ Promoters.
- Introduction and interaction with certain key members of the senior management of the company. A detailed briefing to the inductee on the roles and responsibilities as independent director.

#### **2. Programme Content:**

The Management of the Company, on periodic basis, at its Board and Committee meetings briefs its Directors inter alia about the Company's business, strategy, financial details, their roles, rights and responsibilities in the Company etc. The Board is also periodically briefed on various changes in the regulations governing the conduct of independent directors.

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### DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS

The existing independent directors are on the board of the Company for over a decade and have been familiarised with the operations of the Company during various specific discussions conducted during board meetings since their appointment. As mentioned in the program adopted by the Company, the expertise of independent directors in relation to the operations of the Company are vital inputs and they have been guiding the board and the Management of the Company as a whole for carrying of the operations of the Company efficiently.

No new independent directors have been appointed since 2009 and although no formal programmes are conducted during the year, presentations are regularly made to the Board of Directors/Audit Committee/Nomination & Remuneration Committee and other Committees on various related matters, where Directors get an opportunity to interact with Senior Managers. The familiarization is done during the Board Meetings itself where business is discussed along with industry dynamics, strategic planning, 3-5 year plan etc. and other activities as mentioned below.

#### Disclosure pursuant to Regularisation 25(7) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

#### Details of Familiarisation Programme imparted to Independent Directors as on March 31, 2020

Sl. No	Date of Program	Type of Familiarisation programme	No of Programmes attended by Independent Directors	No of hours spent by Independent Directors in such programmes
1.	02.11.2015	SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.	1	0.5
2.	02.02.2016	Risk Management Framework	1	1
3.	19.02.2016	Board Evaluation – Context, Changes and approach	1	1
4.	14.03.2016	Indian Accounting Standards	1	0.5
5.	13.05.2016	Presentation on business operations and strategic pillars	1	0.5
6.	22.06.2016	SEBI (Issue of Capital and Disclosure Requirements), (Issue and Listing of Debt Securities), (Issue and Listing of Non-Convertible Redeemable Preference Shares), (Substantial Acquisition of Shares and Takeover), (Intermediaries).	1	1
7.	22.06.2016	Risk Management Framework	1	1
8.	07.09.2016	CSR Activity	1	1
9.	12.08.2016	Business Reviews	1	0.5
10.	08.02.2017	Industry Sales performance and challenges faced by the Company	1	0.5
11.	27.03.2017	Risk Assessment	1	1
12.	17.05.2017	Risk Assessment	1	0.5
13.	17.05.2017	Performance Evaluation of Board	1	0.5
14.	19.06.2017	Industry Compensation Benchmark	1	1
15.	11.07.2017	Risk Management Framework	1	1
16.	23.09.2017	CSR Activity	1	1
17.	02.02.2018	Review on Manufacturing and Sales of the Company	1	1
18.	19.03.2018	Risk Management Framework	1	1
19.	21.05.2018	Performance Evaluation, Board Effectiveness and Variable pay structure	1	1

20.	25.05.2018	Risk Management Framework	1	1
21.	24.10.2018	Board Remuneration Study	1	1
22.	13.11.2018	CSR Activity	1	1
23.	14.11.2018	Digital Marketing	1	0.5
24.	08.01.2019	Strategic discussion – Environment & Ways of doing business, Capex plan, Sales, Finance, Human Resource, Strategic Roadmap for Digital Transformation and Marketing	1	5.5
25.	25.03.2019	Risk Matrix	1	1
26.	25.03.2019	CSR Activity	1	1
27.	20.05.2019	Amendment in SEBI (Prohibition of Insider Trading Regulations), 2015	1	0.5
28.	13.08.2019	Compensation Benchmark Study	1	1
29.	13.08.2019	Food Safety Management System	1	0.5
30.	06.11.2019	New Income Tax rates	1	0.5
31.	07.11.2019	Total Productivity Management	1	0.5
32.	07.11.2019	Risk Matrix	1	1
33.	06.02.2020	Sustainability Initiatives	1	0.5
34.	06.02.2020	CSR Activity	1	1