



UNITED BREWERIES LIMITED

SHAREHOLDER'S HANDBOOK

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GENERAL INFORMATION

Presently, the United Breweries Limited ('UBL'/'the Company') has around 65 thousand folios of shareholders holding Equity Shares in the Company. The Company's Shares are under compulsory trading in Demat form only. Over 99% of the Company's Equity Shares are held in Demat form.

The Company's Equity Shares are freely transferable except as may be required statutorily.

The Company's Equity Shares are listed on the BSE Ltd (BSE) and National Stock Exchange of India Limited (NSE).

All share related matters viz., transfer, transmission, transposition, nomination, dividend, change of name/address/signature, registration of mandate/Power of Attorney, replacement/split/consolidation of share certificate/demat/remat of shares, issue of duplicate certificates etc. are being handled by Integrated Registry Management Services Private Limited, the Company's Registrar and Transfer Agents (RTA).

The RTA is a company with best practices and standing in its 50th Year in Financial Services. (A trusted household name in Financial Services serving more than a million investor families). Expertise in Data Management and High-Volume Transaction processing.

The Company has an established mechanism for investor service. RTA and Compliance Officer appointed by the Company for this purpose, being the important functional nodes. The Company has prescribed service standards for various investor related activities being handled by RTA.

The Board of Directors of the Company has constituted a Stakeholders Relationship and Share Transfer Committee (the Committee). The committee is entrusted with the responsibility to consider and resolve security holders' concerns or complaints, which inter alia, approves issue of Letter of Conformation in place of duplicate certificates and oversees and reviews all matters connected with securities transfer and other processes. The Committee also looks into redressal of shareholder's complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc. The Committee shall also evaluate performance and service standards of the RTA and provide continuous guidance to improve the service levels for investors. The summary of statement of investor related transactions and details are also considered by the Board of Directors of the Company.

Any changes in the composition of the Committee shall be in line with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. The terms of reference of the Committee are given herein below:

RELATION WITH SHAREHOLDERS

The Company recognizes the importance of continuous communication with the shareholders of the Company and is committed to implementing effective and innovative ways of conveying effective information to our shareholders. The Company shall provide to shareholders access to balanced and understandable information about the Company.

LISTING INFORMATION

Listing of Company's Equity Shares on the Stock Exchanges at:

Names of the Stock Exchanges	Scrp Code	Demat ISIN Nos for Equity Shares
BSE Ltd	532478	INE686F01025
National Stock Exchange of India Limited	UBL	

INVESTORS' GRIEVANCES CONTACT AND ESCALATION MATRIX

Primary contact

Messrs. Integrated Registry Management Services Private Limited is the Company's Registrar and Share Transfer Agent for handling all matters relating to its share (both in physical as well as demat mode) and the queries and correspondence related to the securities may be addressed to RTA, as under.

Client Relations

Ms. Usha Maniyan (Assistant Manager)
Integrated Registry Management Services Private Limited
Add: No 30, Ramana Residency, 4th Cross, Malleswaram, Bangalore 560003
Email Id: ramesh@integratedindia.in
Contact no.: +91 80 23460815-818
Website.: www.integratedindia.com

Ms. Bhagyalakshmi (Senior Manager)
Integrated Registry Management Services Private Limited
Add: No 30, Ramana Residency, 4th Cross, Malleswaram, Bangalore 560003
Email Id: bglsta@integratedindia.in
Contact no.: +91 80 23460815-818
Website.: www.integratedindia.com

Escalation level 1

1. Mr. Vijayagopal (Vice President)
Integrated Registry Management Services Private Limited
Add: No 30, Ramana Residency, 4th Cross, Malleswaram, Bangalore 560003
Email Id: vijayagopal@integratedindia.in
Contact no.: +91 80 23460815
Website.: www.integratedindia.com

2. Mr. Giridhar, Registry Services
Integrated Registry Management Services Private Limited
Add: No 30, Ramana Residency, 4th Cross, Malleswaram, Bangalore 560003
Email Id: giri@integratedindia.in
Contact no.: +91 80 23460815
Website.: www.integratedindia.com

Escalation level 2

In case a query or grievance remains unresolved post correspondence with the RTA, the investors may contact the Company, as per details mentioned below.

Company Secretary & Compliance Officer
Add: UB Tower, UB City, #24 Vittal Mallya Road, Bangalore - 560001
Email Id: ubinvestor@ubmail.com
Contact no.: +91 80 45655000
Website.: www.unitedbreweries.com

Escalation level 3

In case a complaint is still not redressed to the investor's satisfaction, the investor may approach the Securities and Exchange Board of India and file their grievance through "SCRORES", the centralized online system for lodging and tracking complaints. SCORES facility can be accessed at <http://scrores.gov.in>

METHOD OF COMMUNICATION

The Company communicates relevant information to shareholders through a range of forums and publications. These include:

- a. the General Meeting
- b. transcripts of Minutes of General Meeting and Speeches
- c. the Annual Report
- d. investor presentations
- e. disclosures to the Stock Exchanges
- f. the Company website
- g. Press Releases

In addition to the formal interactions with the shareholders in the General Meeting, the Company Secretary & Compliance Officer shall hold all such interactive meetings and/or interact with the shareholders, as may be required, to address concerns of shareholders, if any.

Company maintains an investor's section on its website to assist with shareholder communication.

SHAREHOLDER CORRESPONDENCE

The Shareholders may send their correspondence by the way of written letters or through Email. The correspondence can be addressed to the Company at ublinvestors@ubmail.com or to the RTA, as above. Email communication only from registered email id shall be entertained.

The Shareholders are requested to note that for the purpose of safety of information of shareholders, email communication from any un-registered email id shall not be entertained.

Shareholders who have not registered their e-mail address the Company or Depositories, are requested to register their e-mail address in the following manner:

- a. For Shares held in Demat Mode - Contact your Depository Participant (DP)
- b. For Shares held in Physical Mode - KYC Form duly signed by Shareholder to be sent to RTA.

RIGHTS OF SHAREHOLDERS

The Shareholders of the company shall have following rights:

- a. to participate in, and to use sufficiently informed on, decisions concerning fundamental corporate changes;
- b. opportunity to participate effectively and vote in general shareholder meetings;
- c. to be informed of the rules, including voting procedures that govern general shareholder meetings;
- d. opportunity to ask questions to the board of directors, to place items on the agenda of general meeting, and to propose resolutions, in accordance with the provisions of the applicable law;
- e. participation in key decisions, such as the nomination and election of board members;
- f. exercise of ownership rights by all shareholders, including institutional investors;
- g. to receive in a timely manner corporate actions such as dividend, bonus issue, rights issue, etc. if and as may be declared or approved by the Board of Directors or shareholders.
- h. adequate mechanism to address the grievances of shareholders;
- i. protection of minority shareholders from abusive actions by; or in the interest of, controlling shareholders acting either directly or indirectly, and effective means of redress.
- j. Proceeding against the Company by way of civil or criminal proceedings, including class action suit, if need be.
- k. Any other rights as are specified under the relevant statutory enactments.

TERMS OF REFERENCE: Stakeholders Relationship and Share Transfer Committee

1. Primary Responsibility of the Committee

- 1.1. The Stakeholders Relationship and Share Transfer Committee shall assist the Board in fulfilling its responsibilities in respect of review of Investor Service Standards of the Company and redressal of Shareholders' Grievances.

2. Membership

- 2.1. The members of the Committee shall be appointed by the Board from time to time
- 2.2. The Committee shall comprise of a minimum of three Directors, of which at least one Director should be an Independent Director
- 2.3. The Chairperson of the Committee shall be a non-executive Director
- 2.4. The Company Secretary shall act as the Secretary to the Committee

3. Meetings

- 3.1. The Committee shall meet at least once in a year and has an authority to convene additional meetings, as may be required
- 3.2. Meetings shall be conveyed by written notice served on each of the members of the Committee prior to the meeting
- 3.3. All members of the Committee are expected to attend each meeting
- 3.4. The quorum for the meeting shall be, minimum of two members including one Independent Director of the Company
- 3.5. All or any members of the Committee may participate in a meeting by video/ teleconference. A person so participating is deemed to be present at the meeting
- 3.6. A person attending through videoconference shall be counted in quorum for the meeting;
- 3.7. Formal decisions are made by a simple majority vote, with the Chairperson of the meeting holding a casting vote; and
- 3.8. The Secretary to the Committee shall be responsible for compiling and circulating the agenda and papers for the meeting.

4. Roles and Responsibilities

The Roles and Responsibilities of the Committee shall inter-alia include:

- 4.1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of Shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general Meetings etc.
- 4.2. Review of measures taken for effective exercise of voting rights by Shareholders
- 4.3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent
- 4.3. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the Shareholders of the Company
- 4.4. Ensure expeditious share transfer process in line with the proceedings of the Share Transfer Committee
- 4.5. Provide guidance and make recommendations to improve investor service levels for the investors
- 4.6. Take steps to develop an understanding of the view of shareholders about the Company, either through direct face-to-face contact, analysts' briefing or survey of shareholders
- 4.7. Any other matter as may be prescribed

5. Reporting and Evaluation

- 5.1. The Committee reports to the Board of Directors
- 5.2. The Company Secretary shall prepare minutes of all meetings of the Committee
- 5.4. The Committee shall annually review and assess the adequacy of its Terms of Reference and shall ensure that it is operating efficiently
- 5.5. The Committee shall conduct an annual self-evaluation of its own performance see that the Committee is functioning in accordance with its Terms of Reference and shall report thereon to the Board. This evaluation shall take into account the views of the Board on the performance of the Committee

6. Annual General Meeting

- 6.1. The Chairperson of the Stakeholders Relationship and Share Transfer Committee shall attend the Annual General Meetings of the Company and be available to answer any questions referred to him/her.

SHARE CERTIFICATE(S)

A Share Certificate is a written, legal document that is issued and signed on behalf of a company that wants to indicate the owners of its issuing shares. Once a company issue share certificates, it becomes documented proof of a shareholder's shareholding in the company.

In case of loss of share certificates, what steps should one take?

If share certificate(s) has been lost by a shareholder, the following steps need to be taken by a shareholder whose share certificates have been lost:

- a. Inform the Company/RTA about the loss of share certificate with information i.e., no of shares, Folio, Share certificate No., Distinctive No. Such information can be shared through email or letter.
- b. Also file an FIR/ LAR (Loss of Article) Report at police station of the area (city) where the share certificates have been lost.
- c. For issuance of a Letter of Confirmation (in place of duplicate share certificate), the shareholder needs to submit to the Company/RTA -
 - copy of FIR including e-FIR/LAR /Police complaint/Court injunction order/copy of plaint (where the suit filed has been accepted by the Court and Suit No. has been given), Ensure that such e-FIR /LAR/Complaint must have details of the securities, folio number, distinctive number range and certificate number, which should be exactly same as per the records of the Company/RTA.
 - advertisement regarding loss of securities in a widely circulated newspaper
 - Affidavit and Indemnity bond as per the format prescribed by the Board(However, there shall be no requirement of submission of surety for issuance of duplicate securities, earlier Surety forms were required for issue of Letter of Confirmation (in place of duplicate share certificates))
- d. There shall be no requirement for a copy of the FIR and the Advertisement mentioned above, if the value of securities as on the date of submission of application, along with complete documentation as prescribed by the Board does not exceed Rs.5 Lakhs.
- e. The applicant shall quantify the value of the securities on the basis of the closing price of such securities at any one of the recognized stock exchanges a day prior to the date of such submission in the application.
- f. In case of non-availability of Certificate Nos./Distinctive Nos./Folio nos., the RTA (upon written request by the security holder) shall provide the same, to the security holder only where the signature and the address of the security holder matches with the RTA/listed company's records. In case the signature and/or the address do not match, the security

- holder shall first comply with the KYC procedure and then only the details of the securities shall be provided to the security holder by the RTA/listed company.
- g. An overseas securities holder, in lieu of FIR, shall be permitted to provide self-declaration of the security certificates lost/misplaced/stolen which shall be duly notarized/apostilled /attested by the Indian Consulate/Embassy in their country of residence, along with self-attested copies of valid passport and overseas address proof.
 - h. ISR -4 duly filled and signed has to be submitted along with application for issuance of duplicate share certificate.

Responsibility of the Company/RTA

- i. Fake/forged/stolen certificates or certificates where the duplicate certificate is issued, must be seized, and defaced by the RTA/listed company and disposed of in the manner, authorized by the Board of the Company.
- j. Defaced certificate shall be kept in custody of the Company/RTA and disposed of in the manner as authorized by the Board of the Company.
- k. The listed company shall take special contingency insurance policy from the insurance company towards the risk arising out of the requirements relating to the issuance of duplicate securities in order to safeguard and protect the interest of the listed company.
- l. As mandated w.e.f. January 25, 2022, duplicate securities shall be issued in dematerialized mode only.

Dematerialization of Shares

Pursuant to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, transfer of securities shall be carried out only in dematerialized form w.e.f. April 1, 2019. Accordingly, any securities (shares) held are transferable in demat form only. Hence, Shareholders are requested to dematerialize their shares held in physical form, if any. General instructions on dematerialization are provided below:

- a. Dematerialization is the process of converting physical shares into electronic form.
- b. There is no need to fill in a transfer deed. The physical certificates have to be accompanied by a Demat Request Form (DRF), which can be obtained from the concerned Depository Participant.
- c. It is advisable to have the entire holdings held in demat mode so that the holdings have liquidity.

Detailed procedure on dematerialization, can be accessed, as under:

NSDL - <https://nsdl.co.in/services/demat.php>

CDSL - <https://www.cdslindia.com/Investors/open-demat.html>

For detailed process and documentation for various requests viz: demat, transfer, transmission, transposition, duplicate, renewal, replacement etc. kindly contact the RTA/Company.

DIVIDEND

Dividend is a return on the investment made in the share capital of a company, as distinct from the return of borrowed capital, which is in the form of interest.

As per the guidelines dated April 20, 2018, issued by the SEBI, inter-alia for payment of dividend, etc., Members are requested to provide to the RTA, the following documents for payment of dividend to their correct bank account.

- (a) Original cancelled cheque leaf bearing the name of the Member/s. Alternatively, a copy of passbook or statement of account duly attested by the Bank may be provided.

(b) Copy of PAN card duly attested by the Bank.

Dividend once approved by the Members in the ensuing AGM, will be paid electronically through online transfer to those Members who have provided their bank account details. For Members who have not provided their bank account details, dividend warrants/demand drafts/cheques will be sent out to their registered addresses through postal facility.

The Finance Act, 2020 has abolished Dividend Distribution Tax and with effect from April 1, 2020 dividends declared by Indian companies would be taxable in the hands of shareholders. In the light of the above changes, under the Income-tax Act, 1961 (Act), companies paying dividend are required to deduct tax at the applicable tax rates (10% for resident shareholders with valid PAN), 20% for resident shareholders without PAN or invalid PAN and rates prescribed under the Act or Tax Treaty, read with Multilateral Instruments, if applicable, for non-resident shareholders). No TDS is applicable if the dividend payable to resident individual shareholders having valid PAN is less than Rs.5,000 p.a.

UPDATION OF BANK ACCOUNT DETAILS

While on the subject, Members are requested to ensure that their bank account details (IFSC Code, MICR, etc.) in their respective demat accounts (with the DP)/physical folios (with the RTA in Form ISR-1) are updated, to enable the Company to make timely credit of dividend in their bank accounts. Above communication on TDS sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. Members are advised to consult with their own tax advisors for the tax provisions that may be applicable to them

SHAREHOLDER'S INFORMATION ON WEBSITE OF THE COMPANY

Relevant information regarding shareholder's services viz., Standard Operating Guidelines for issuance of Securities (Shares) in dematerialized form, Instructions on Tax Deducted Source (TDS) Note on Dividend, Dematerialisation Procedure and other matters (corporate governance report, shareholding pattern and financial results) concerning shareholders have been provided in detail under the Investors page of UBL website ([https:// https://www.unitedbreweries.com/investors](https://www.unitedbreweries.com/investors))

TRANSPARENCY AND DISCLOSURES

The Company shall conduct its operation with honesty, integrity and openness and shall provide the Board and Stakeholders with true and fair view of Company's progress. In all its dealings, the Company shall uphold principles of good governance for healthy growth of the Company, as well as inclusive growth of the economy. The Company shall disseminate timely and accurate information and shall, inter-alia, disclose all material matters including the financial situation, performance, ownership, and governance of the Company. The information should be prepared and disclosed in accordance with the prescribed standards of disclosure.

The Company shall implement the prescribed accounting standards in letter and spirit in the preparation of financial statements taking into consideration the interest of all stakeholders and should also ensure that the annual audit is conducted by an independent, competent, and qualified auditor.

Where in the preparation of financial statements, a treatment different from that prescribed in an Accounting Standard has been followed, the fact shall be disclosed in the financial statements, together with the management's explanation as to why it believes such alternative treatment is more representative of the true and fair view of the underlying business transaction in the Corporate Governance Report.
