

United Spirits Limited

Scrip Code : 532432

Quarter ending : March 2022

**Annexure 1
Composition of Board of Directors**

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	Mahendra Kumar Sharma	Non-Executive - Independent Director,Chairperson	01 Apr 2015	01 Apr 2020	-	84.00	3	3	1
Mrs	Hina Nagarajan	Executive Director,CEO-MD	01 Jul 2021	01 Jul 2021	-	9.00	1	1	0
Mr	D Sivanandhan	Non-Executive - Independent Director	30 Sep 2014	30 Sep 2019	-	90.00	4	8	2
Mrs	Indu Shahani	Non-Executive - Independent Director	30 Sep 2014	30 Sep 2019	-	90.00	4	7	1
Mr	Rajeev Gupta	Non-Executive - Independent Director	23 Dec 2014	23 Dec 2019	-	87.00	5	4	1

Mr	V K Viswanathan	Non-Executive - Independent Director	17 Oct 2016	26 Aug 2021	-	65.00	5	9	5
Mr	John Thomas Kennedy	Non-Executive - Nominee Director	17 Aug 2016	26 Aug 2021	-	67.00	1	2	0
Mr	Randall David Ingber	Non-Executive - Nominee Director	02 Feb 2017	26 Aug 2020	-	61.00	1	0	0

Composition Of Committee

Audit Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
V K Viswanathan	Non-Executive - Independent Director,Chairperson	01-01-2017	-
Indu Shahani	Non-Executive - Independent Director,Member	30-09-2014	-
D Sivanandhan	Non-Executive - Independent Director,Member	04-07-2013	-
Rajeev Gupta	Non-Executive - Independent Director,Member	24-01-2015	-
Mahendra Kumar Sharma	Non-Executive - Independent Director,Member	24-07-2017	-
John Thomas Kennedy	Non-Executive - Nominee Director,Member	24-07-2017	-

Nomination and remuneration committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Indu Shahani	Non-Executive - Independent Director,Chairperson	20-10-2014	-
D Sivanandhan	Non-Executive - Independent Director,Member	04-07-2013	-
John Thomas Kennedy	Non-Executive - Nominee Director,Member	27-10-2016	-
V K Viswanathan	Non-Executive - Independent Director,Member	24-07-2017	-
Stakeholders Relationship Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
D Sivanandhan	Non-Executive - Independent Director,Chairperson	04-07-2013	-
Indu Shahani	Non-Executive - Independent Director,Member	30-09-2014	-
John Thomas Kennedy	Non-Executive - Nominee Director,Member	27-10-2016	-
Hina Nagarajan	Executive Director,Member	01-07-2021	-
Risk Management Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation

Mahendra Kumar Sharma	Non-Executive - Independent Director,Chairperson	04-11-2020	-
V K Viswanathan	Non-Executive - Independent Director,Member	04-11-2020	-
Hina Nagarajan	Executive Director,Member	01-07-2021	-
Pradeep Jain	Chief Financial Officer,Member	04-11-2020	-

Corporate Social Responsibility Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Indu Shahani	Non-Executive - Independent Director,Chairperson	30-09-2014	-
D Sivanandhan	Non-Executive - Independent Director,Member	30-09-2014	-
Hina Nagarajan	Executive Director,Member	01-07-2021	-
Randall David Ingber	Non-Executive - Nominee Director,Member	24-07-2017	-

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	Maximum gap between any two consecutive meeting (in number of days)
19 Oct 2021	-	0

27 Oct 2021	-	7
-	25 Jan 2022	89
-	12 Mar 2022	45
-	25 Mar 2022	12

Meeting Of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	-	Yes,	26 Oct 2021	0
Audit Committee	24 Jan 2022	Yes,	-	89
Audit Committee	12 Mar 2022	Yes,	-	46
Audit Committee	25 Mar 2022	Yes,	-	12
Stakeholders Relationship Committee	-	Yes,	26 Oct 2021	0
Stakeholders Relationship Committee	24 Jan 2022	Yes,	-	0
Nomination and remuneration committee	24 Jan 2022	Yes,	-	0
Nomination and remuneration committee	24 Mar 2022	Yes,	-	0
Risk Management Committee	16 Mar 2022	Yes,	-	0

Corporate Social Responsibility Committee	-	Yes,	26 Oct 2021	0
Corporate Social Responsibility Committee	24 Jan 2022	Yes,	-	0
Corporate Social Responsibility Committee	24 Mar 2022	Yes,	-	0

Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	No	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-

Affirmations

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
5.This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes

Signatory Details

Name of signatory	Mital Sanghvi
Designation of person	Company Secretary and Compliance Officer

**Annexure 2
Website Affirmations**

Item	Compliance status	Details of non-compliance
Details of business	Yes	-
Terms and conditions of appointment of independent directors	Yes	-
Composition of various committees of board of directors	Yes	-
Code of conduct of board of directors and senior management personnel	Yes	-
Details of establishment of vigil mechanism or whistle blower policy	Yes	-
Criteria of making payments to non-executive directors	Yes	-
Policy on dealing with related party transactions	Yes	-
Policy for determining material subsidiaries	Yes	-
Details of familiarization programmes imparted to independent directors	Yes	-
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-
Email address for grievance redressal and other relevant details	Yes	-
Financial results	Yes	-
Shareholding pattern	Yes	-
Details of agreements entered into with the media companies and/or their associates	NA	-
New name and the old name of the listed entity	NA	-

Criteria of making payments to non-executive directors	Yes	-
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Annual Affirmation

Sr.	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1)	Yes	-
3	Meeting of board of directors	17(2)	Yes	-
4	Review of compliance reports	17(3)	Yes	-
5	Plans for orderly succession for appointments	17(4)	Yes	-
6	Code of conduct	17(5)	Yes	-
7	Fees or compensation	17(6)	Yes	-
8	Minimum information	17(7)	Yes	-
9	Compliance certificate	17(8)	Yes	-
10	Risk assessment and management	17(9)	Yes	-
11	Performance evaluation of independent directors	17(10)	Yes	-
12	Composition of audit committee	18(1)	Yes	-
13	Meeting of audit committee	18(2)	Yes	-
14	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-
15	Composition of stakeholder relationship committee	20(1) & (2)	Yes	-

16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	-
17	Vigil mechanism	22	Yes	-
18	Disclosure of shareholding by non-executive directors	-	Yes	-
19	Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes	-
20	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
21	Approval for material related party transactions	23(4)	NA	-
22	Composition of board of directors of unlisted material subsidiary	24(1)	NA	-
23	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	-
24	Maximum directorship and tenure	25(1) & (2)	Yes	-
25	Meeting of independent directors	25(3) & (4)	Yes	-
26	Familiarization of independent directors	25(7)	Yes	-
27	Memberships in committees	26(1)	Yes	-
28	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
29	Disclosure of shareholding by non-executive directors	26(4)	Yes	-
30	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-

Affirmation

Sr.	Particulars	Compliance status (Yes/No)
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

Signatory Details

Name of signatory	Mital Sanghvi
Designation of person	Company Secretary and Compliance Officer

Annexure 3

Broad heading	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance
no record found			

Name of signatory	Mital Sanghvi
Designation of person	Company Secretary and Compliance Officer

Annexure 4
Additional Half Yearly Disclosure

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

(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	-	123779
Promoter Group or any other entity controlled by them	-	7719
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(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	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

(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	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

II. Affirmations:

Affirmations	Compliance Status
All loans (or other form of debt), guarantees, 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.	<u>Yes</u>
Name	Pradeep Jain
Designation	CFO