

### General information about company

Scrip code	532432
NSE Symbol	MCDOWELL-N
MSEI Symbol	NA
ISIN	INE854D01024
Name of the entity	United Spirits Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Half Yearly
Date of Report	30-09-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities



1	Mr	Mahendra Kumar Sharma	AAPPS4589K	00327684	Non-Executive - Independent Director	Chairperson		04-05-1947	01-04-2015			54	5	5	6	3		
2	Mr	Anand Kripalu	AAAPK9657R	00118324	Executive Director	Not Applicable	CEO-MD	02-10-1958	14-08-2014	14-08-2019		62	1	0	1	0		
3	Mr	Sanjeev Churiwala	ACSPC9027B	00489556	Executive Director	Not Applicable		09-03-1970	01-04-2017			30	1	0	0	0		
4	Mr	D Sivanandhan	AAVPD7633B	03607203	Non-Executive - Independent Director	Not Applicable		03-02-1951	30-09-2014	30-09-2019		60	5	5	6	1		

## I. Composition of Board of Directors

*Disclosure of notes on composition of board of directors explanatory*

*Whether the listed entity has a Regular Chairperson*

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including	Number of memberships in Audit/ Stakeholder Committee(s) including this listed	No of post of Chairperson in Audit/ Stakeholder Committee	Notes for not providing PAN	Notes for not providing DIN
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												(Refer Regulation 17A of Listing Regulations )	this listed entity (Refer Regulation 17A(1) of Listing Regulations	entity (Refer Regulation 26(1) of Listing Regulations)	held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations )			
5	Mrs	Indu Shahani	AKAPS6585N	00112289	Non-Executive - Independent Director	Not Applicable		17-07-1951	30-09-2014	30-09-2019		60	4	4	7	1		
6	Mrs	Rajeev Gupta	AAAPG1185E	00241501	Non-Executive - Independent Director	Not Applicable		19-03-1958	23-12-2014			57	6	6	6	0		
7	Mr	V K Viswanathan	ACHPV7308P	01782934	Non-Executive - Independent Director	Not Applicable		20-11-1950	17-10-2016			36	5	5	5	2		
8	Mr	John Thomas Kennedy	HSHPK8352K	07529946	Non-Executive - Nominee Director	Not Applicable		23-09-1964	17-08-2016				1	0	2	0		

## I. Composition of Board of Directors

*Disclosure of notes on composition of board of directors explanatory*

*Wether the listed entity has a Regular Chairperson*

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	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)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	Randall David Ingber	AJEPI2914E	07529943	Non-Executive - Nominee Director	Not Applicable		28-03-1974	02-02-2017				1	0	0	0		
10	Mr	Vinod Rao	ADAPR3629M	01788921	Non-Executive - Nominee Director	Not Applicable		02-06-1962	24-05-2016	21-08-2019			1	0	1	0		

*Audit Committee Details*

Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01782934	V K Viswanathan	Non-Executive - Independent Director	Chairperson	01-01-2017		
2	00112289	Indu Shahani	Non-Executive - Independent Director	Member	19-10-2014		
3	01788921	Vinod Rao	Non-Executive - Nominee Director	Member	25-05-2016		
4	03607203	D Sivanandhan	Non-Executive - Independent Director	Member	04-07-2013		
5	00241501	Rajeev Gupta	Non-Executive - Independent Director	Member	24-01-2015		
6	00327684	Mahendra Kumar Sharma	Non-Executive - Independent Director	Member	24-07-2017		
7	07529946	John Thomas Kennedy	Non-Executive - Nominee Director	Member	24-07-2017		

*Nomination and remuneration committee*

Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00112289	Indu Shahani	Non-Executive - Independent Director	Chairperson	20-10-2014		
2	03607203	D Sivanandhan	Non-Executive - Independent Director	Member	04-07-2013		
3	07529946	John Thomas Kennedy	Non-Executive - Nominee Director	Member	27-10-2016		
4	01782934	V K Viswanathan	Non-Executive - Independent Director	Member	24-07-2017		

*Stakeholders Relationship Committee*

Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03607203	D Sivanandhan	Non-Executive - Independent Director	Chairperson	04-07-2013		
2	00112289	Indu Shahani	Non-Executive - Independent Director	Member	13-11-2014		
3	07529946	John Thomas Kennedy	Non-Executive - Nominee Director	Member	27-10-2016		
4	00118324	Anand Kripalu	Executive Director	Member	24-07-2017		



*Risk Management Committee*

Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01782934	V K Viswanathan	Non-Executive - Independent Director	Chairperson	01-01-2017		
2	00112289	Indu Shahani	Non-Executive - Independent Director	Member	19-10-2014		
3	01788921	Vinod Rao	Non-Executive - Nominee Director	Member	26-05-2016		
4	03607203	D Sivanandhan	Non-Executive - Independent Director	Member	04-07-2013		
5	00241501	Rajeev Gupta	Non-Executive - Independent Director	Member	24-01-2015		
6	00327684	Mahendra Kumar Sharma	Non-Executive - Independent Director	Member	24-07-2017		
7	07529946	John Thomas Kennedy	Non-Executive - Nominee Director	Member	24-07-2017		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00112289	Indu Shahani	Non-Executive - Independent Director	Chairperson	30-09-2014		
2	03607203	D Sivanandhan	Non-Executive - Independent Director	Member	30-09-2014		
3	00118324	Anand Kripalu	Executive Director	Member	30-09-2014		
4	07529943	Randall David Ingber	Non-Executive - Nominee Director	Member	24-07-2017		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

## Annexure 1

*Annexure 1*

*III. Meeting of Board of Directors*

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	23-04-2019				Yes		
2	29-05-2019		35		Yes		
3		22-07-2019	53		Yes	9	4

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	29-05-2019				Yes		
2	Audit Committee	22-07-2019	53			Yes	7	5
3	Risk Management Committee	29-05-2019				Yes		
4	Risk Management Committee	22-07-2019	53			Yes	7	5
5	Nomination and remuneration committee	28-05-2019				Yes		

6	Nomination and remuneration committee	13-09-2019	107			Yes	4	3
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### Annexure 1

#### IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Stakeholders Relationship Committee	28-05-2019				Yes		
8	Corporate Social Responsibility Committee	29-05-2019	0			Yes		

### Annexure 1

#### V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

### Annexure 1

#### VI. Affirmations

Sr	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	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes

4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

### Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	V Ramachandran
2	Designation	Company Secretary and Compliance Officer

### Annexure III

*III. Affirmations*

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				



### Annexure III

1	Name of signatory	V Ramachandran
2	Designation	Company Secretary and Compliance Officer

### Signatory Details

Name of signatory	V RAMACHANDRAN
Designation of person	Company Secretary and Compliance Officer
Place	BANGALORE
Date	11-10-2019