

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	Yearly
Date of Report	31-03-2020
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

Annexure I																				
Annexure I to be submitted by listed entity on quarterly basis																				
I. Composition of Board of Directors																				
Disclosure of notes on composition of board of directors explanatory																				
Whether the listed entity has a Regular Chairperson															Yes					
Whether Chairperson is related to MD or CEO															No					
Sr	Title (Mr /	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities	No of Independent Directorship in	Number of memberships in Audit/ Stake	No of post of Chairperson in Audit	Not for provision	Not for provision

	Ms)							d? [Refer Reg. 17(1A) of Listing Regulations]	ution				nth s)	including this listed entity (Refer Regulation 17A of Listing Regulations)	listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	holder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	g PAN	g DIN
1	Mr	Mahendra Kumar	AAPP S4589 K	327 684	Non-Executive - Independent	Chair person		04-05-11	NA		01-04-2015		60	5	4	5	3		

		Shar ma			nt Direct or			9 4 7												
2	M r	Anan d Kripal u	AAAP K9657 R	118 324	Execu tive Direct or	Not Appli cable	CEO - MD	0 2- 1 0- 1 9 5 8	NA		14- 08- 2014	14- 08- 2019			1	0	1	0		
3	M r	Sanje ev Churi wala	ACSPC 9027B	489 556	Execu tive Direct or	Not Appli cable		0 9- 0 3- 1 9 7 0	NA		01- 04- 2017				1	0	0	0		
4	M r	D Sivan andh an	AAVP D763 3B	360 720 3	Non- Execu tive - Indep ende nt Direct or	Not Appli cable		0 3- 0 2- 1 9 5 1	NA		30- 09- 2014	30- 09- 2019		66	5	5	6	2		

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	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	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 Regul	Not for not providing PAN	Not for not providing DIN
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5	M rs	Indu Shaha ni	AKAP S6585 N	112 289	Non- Execu tive - Indep ende nt Direct or	Not Appl icabl e		1 7- 0 7- 1 9 5 1	NA		30- 09- 2014	30- 09- 2019		66	4	4	7	2		
6	M r	Rajee v Gupta	AAAP G118 5E	241 501	Non- Execu tive - Indep ende nt Direct or	Not Appl icabl e		1 9- 0 3- 1 9 5 8	NA		23- 12- 2014	23- 12- 2019		63	6	6	5	0		
7	M r	V K Viswa natha n	ACHP V7308 P	178 293 4	Non- Execu tive - Indep ende nt Direct or	Not Appl icabl e		2 0- 1 1- 1 9 5 0	NA		17- 10- 2016			42	6	6	6	3		

8	M	John Thomas Kennedy	HSHP K8352 K	752 994 6	Non-Executive - Nominee Director	Not Applicable		23-09-16	NA		17-08-2016				1	0	2	0		
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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	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	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 Regul	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including	Notes for not providing PAN	Notes for not providing DIN

														ations)	Listing Regul ations	Listing Regula tions)	this listed entity (Refer Regul ation 26(1) of Listin g Regul ations)		
9	M r	Ran dall Dav id Ing ber	AJEPI2 914E	752 994 3	Non - Exec utive - No min ee Dire ctor	Not Appli cabl e		28 - 03 - 19 74	NA		02-02- 2017			1	0	0	0		
1 0	M r	Vin od Rao	ADAPR 3629M	178 892 1	Non - Exec utive - No min ee Dire ctor	Not Appli cabl e		02 - 06 - 19 62	NA		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	1782934	V K Viswanathan	Non-Executive - Independent Director	Chairperson	01-01-2017			
2	112289	Indu Shahani	Non-Executive - Independent Director	Member	19-10-2014			
3	1788921	Vinod Rao	Non-Executive - Nominee Director	Member	25-05-2016			
4	3607203	D Sivanandhan	Non-Executive - Independent Director	Member	04-07-2013			
5	241501	Rajeev Gupta	Non-Executive - Independent Director	Member	24-01-2015			
6	327684	Mahendra Kumar Sharma	Non-Executive - Independent Director	Member	24-07-2017			
7	7529946	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	112289	Indu Shahani	Non-Executive - Independent Director	Chairperson	20-10-2014			
2	3607203	D Sivanandhan	Non-Executive - Independent Director	Member	04-07-2013			
3	7529946	John Thomas Kennedy	Non-Executive - Nominee Director	Member	27-10-2016			
4	1782934	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	3607203	D Sivanandhan	Non-Executive - Independent Director	Chairperson	04-07-2013			
2	112289	Indu Shahani	Non-Executive - Independent Director	Member	13-11-2014			
3	7529946	John Thomas Kennedy	Non-Executive - Nominee Director	Member	27-10-2016			
4	118324	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	1782934	V K Viswanathan	Non-Executive - Independent Director	Chairperson	01-01-2017			
2	112289	Indu Shahani	Non-Executive - Independent Director	Member	19-10-2014			
3	1788921	Vinod Rao	Non-Executive - Nominee Director	Member	26-05-2016			
4	3607203	D Sivanandhan	Non-Executive - Independent Director	Member	04-07-2013			
5	241501	Rajeev Gupta	Non-Executive - Independent Director	Member	24-01-2015			
6	327684	Mahendra Kumar Sharma	Non-Executive - Independent Director	Member	24-07-2017			
7	7529946	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	112289	Indu Shahani	Non-Executive - Independent Director	Chairperson	30-09-2014			
2	3607203	D Sivanandhan	Non-Executive - Independent Director	Member	30-09-2014			
3	118324	Anand Kripalu	Executive Director	Member	30-09-2014			
4	7529943	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	24-10-2019				Yes	10	5
2	02-12-2019		38		Yes	7	4
3		27-01-2020	55		Yes	10	5

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	23-10-2019				Yes	7	5

2	Audit Committee	02-12-2019	39			Yes	5	4
3	Audit Committee	27-01-2020	55			Yes	7	5
4	Risk Management Committee	23-10-2019				Yes	7	5
5	Risk Management Committee	02-12-2019	39			Yes	5	4
6	Risk Management Committee	27-01-2020	55			Yes	7	5
7	Nomination and remuneration committee	24-10-2019				Yes	4	3
8	Nomination and remuneration committee	27-01-2020	94			Yes	4	3
9	Corporate Social Responsibility Committee	23-10-2019				Yes	4	2

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 II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.diageoindia.com/about-us/
2	Terms and conditions of appointment of independent directors	Yes		https://www.diageoindia.com/investors/corporate-governance/terms-and-conditions-for-appointment-of-independent-directors/
3	Composition of various committees of board of directors	Yes		https://www.diageoindia.com/investors/shareholder-centre/notice-board/committees-of-board-of-directors/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.diageoindia.com/PR1346/aws/media/6270/code-of-conduct.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.diageoindia.com/about-us/corporate-governance/speak-up/
6	Criteria of making payments to non-executive directors	Yes		https://www.diageoindia.com/investors/financials/annual-and-financial-reports/usl-annual-report-2018-19/
7	Policy on dealing with related party transactions	Yes		https://www.diageoindia.com/investors/shareholder-centre/policies/policy-on-related-party-transactions/
8	Policy for determining 'material' subsidiaries	Yes		https://www.diageoindia.com/investors/shareholder-centre/policies/policy-for-material-subsiidiaries/
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.diageoindia.com/investors/shareholder-centre/notice-board/director-familiarisation-program-imparted-to-independent-directors/

10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.diageoindia.com/investors/investor-queries/
11	email address for grievance redressal and other relevant details	Yes		https://www.diageoindia.com/investors/investor-queries/
12	Financial results	Yes		https://www.diageoindia.com/investors/financials/
13	Shareholding pattern	Yes		https://www.diageoindia.com/investors/share-holding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	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.diageoindia.com/investors/shareholder-centre/notice-board/?page=2
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.diageoindia.com/investors/shareholder-centre/notice-board/standalone-consolidated-un-audited-financial-results-for-the-quarter-and-nine-months-ended-december-31-2019/
18	Credit rating or revision in credit rating obtained	Yes		https://www.diageoindia.com/investors/shareholder-centre/notice-board/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.diageoindia.com/investors/subsidiaries-financial/

20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.diageoindia.com/investors/shareholder-centre/policies/
21	Materiality Policy as per Regulation 30	Yes		https://www.diageoindia.com/investors/shareholder-centre/policies/?page=2
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.diageoindia.com/investors/shareholder-centre/policies/?page=2
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.diageoindia.com/investors/shareholder-centre/notice-board/certificate-on-website-content/

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	

12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	

41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

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

Annexure II			
III. Affirmations			
Sr	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	
	Any other information to be provided		

Annexure II		
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	29-04-2020