

United Spirits Limited

Registered Office:  
'UB Tower'  
#24, Vittal Mallya Road,  
Bengaluru – 560 001  
Tel: +91 80 2221 0705  
Fax: +91 80 3985 6862  
[www.diageoindia.com](http://www.diageoindia.com)**UNITED SPIRITS LIMITED****Policy on Directors / Senior Appointments  
(Amended as of May 27, 2020)****1. Scope and Key Terms**

- 1.1 This Policy on Senior Appointments sets out the criteria for senior appointments in the Company, i.e., of directors, key managerial personnel (**KMP**) and senior management personnel (**SMP**) of the Company, as required by the provisions of the Companies Act, 2013 (**Act**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).
- 1.2 The nomination and remuneration committee (**NRC**) reserves the right to review this Policy on Senior Appointments from time to time and make suitable modifications, subject to approval of the Board. This Policy on Senior Appointment shall be subject to the provisions of the Act and the rules made thereunder, SEBI Listing Regulations and other applicable law, and the provisions of the Company's articles of association.
- 1.3 For the Purposes of this Policy, the term KMP shall have the meaning given in the Act and the term Senior Management Personnel (SMP) shall refer to the Members of the Executive Committee.

**2. Appointment Criteria**

- 2.1 A person should possess adequate qualifications, expertise and experience for the position to which he or she is being considered for appointment. The NRC has discretion to decide, in the best interests of the Company, whether the qualifications, expertise and experience possessed by a person are sufficient for his or her appointment as a director, KMP or SMP in the Company.
- 2.2 In addition to the above, the appointment of directors including managing directors, whole time directors, non-executive directors and independent directors shall be in accordance with the provisions of the Act, including schedules IV and V of the Act and the rules made thereunder and the provisions of the SEBI Listing Regulations.
- 2.3 The NRC shall identify (based on the Managing Director's proposals) and ascertain the integrity, qualifications, expertise and experience of persons required for appointment as directors, KMP or SMP in the Company and recommend their appointment to the Board as necessary or applicable from time to time.



**3. Term**

- 3.1 The term of appointment of directors, including managing directors, whole time directors and independent directors, and of KMP shall be governed by the provisions of the Act and the rules made thereunder, and clause 49 of the Listing Agreement, and the HR policies of the Company as applicable from time to time.
- 3.2 The term of appointment of SMP shall be governed by the prevailing HR policies of the Company.

**4. Retirement**

- 4.1 Directors, KMP and SMP shall retire as per the applicable provisions of the Act, the SEBI Listing Regulations and the prevailing HR policies of the Company.
- 4.2 The Board may, in the best interests of the Company and in accordance with the Act and SEBI Listing Regulations and the prevailing HR Policy of the Company, retain a director or KMP in the same position or otherwise even after the director, or KMP has attained the retirement age. SMP retention in such cases shall be determined by the Company's Managing Director, which shall be informed to the Nomination and Remuneration Committee and the Board and as approved by the Nomination and Remuneration Committee following laid down procedures of the Company.

**5 Familiarisation of the Independent Directors with the Company**

The company shall familiarise the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

**6 Duties of Independent Directors**

Duties of the Independent Directors shall be as specified in Schedule IV of the Companies Act, 2013.

**7 Succession Policy**

All appointments stated in this policy shall be subject to the succession policy as may be framed by the Board for orderly succession for appointments of members of the Board and for appointments of senior management personnel.

\*\*\*\*