

General information about company

Scrip code	532432
NSE Symbol	MCDOWELL-N
MSEI Symbol	NOTLISTED
ISIN	INE854D01024
Name of the entity	United Spirits Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
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

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Mahendra Kumar Sharma	00327684	Non-Executive - Independent Director	No				Active	Yes	26-08-2021	01-04-2015	01-04-2020	96	1	1	2	1			
2	Ms	Hina Nagarajan	00048506	Executive Director	No				Active	NA		01-07-2021	01-07-2021	21	1	0	1	0			
3	Mr	D Sivanandhan	03607203	Non-Executive - Independent Director	No				Active	NA		30-09-2014	30-09-2019	102	5	5	8	2			
4	Mrs	Indu Shahani	00112289	Non-Executive - Independent Director	No				Active	NA		30-09-2014	30-09-2019	102	4	4	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		DIN	Category 1 of directors				Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Rajeev Gupta		00241501	Non-Executive - Independent Director				No				Active	NA		23-12-2014	23-12-2019		99	5	4	4	1		
6	Mr	V K Viswanathan		01782934	Non-Executive - Independent Director				No				Active	Yes	26-08-2021	17-10-2016	26-08-2021		77	5	5	7	5		
7	Mr	John Thomas Kennedy		07529946	Non-Executive - Nominee Director				No				Active	NA		17-08-2016	26-08-2021		79	1	0	1	0		
8	Mr	Randall David Ingber		07529943	Non-Executive - Nominee Director				No				Active	NA		02-02-2017	26-08-2020	01-02-2023	72	1	0	0	0		

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				Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	Mark Sandys		09543864	Non-Executive - Non Independent Director				No				Active	NA		01-04-2022	01-04-2022		12	1	0	0	0	Textual Information(1)	
10	Mr	Pradeep Jain		02110401	Executive Director				No				Active	NA		01-02-2023	01-02-2023		2	1	0	0	0		
11	Ms	Mamta Sundara		05356182	Non-Executive - Non Independent Director				No				Active	NA		01-02-2023	01-02-2023		2	1	0	0	0		

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Annexure 1
II. Composition of Committees

Disclosure of notes on composition of committees explanatory					-		
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	00327684	Mahendra Kumar Sharma	Non-Executive - Independent Director	Member	24-07-2017	-	-
3	00241501	Rajeev Gupta	Non-Executive - Independent Director	Member	24-01-2015	-	-
4	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
5	00112289	Indu Shahani	Non-Executive - Independent Director	Chairperson	20-10-2014	-	-

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6	03607203	D Sivanandhan	Non-Executive - Independent Director	Member	04-07-2013	-	-
7	01782934	V K Viswanathan	Non-Executive - Independent Director	Member	24-07-2017	-	-
8	07529946	John Thomas Kennedy	Non-Executive - Nominee Director	Member	27-10-2016	-	-

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
9	03607203	D Sivanandhan	Non-Executive - Independent Director	Chairperson	04-07-2013	-	-
10	00112289	Indu Shahani	Non-Executive - Independent Director	Member	30-09-2014	-	-
11	00048506	Hina Nagarajan	Executive Director	Member	01-07-2021	-	-

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
12	00327684	Mahendra Kumar Sharma	Non-Executive - Independent Director	Chairperson	04-11-2020	-	-
13	01782934	V K Viswanathan	Non-Executive - Independent Director	Member	04-11-2020	-	-
14	00048506	Hina Nagarajan	Executive Director	Member	01-07-2021	-	-
15	07529943	Randall David Ingber	Non-Executive - Nominee Director	Member	01-04-2022	01-02-2023	-

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16	02110401	Pradeep Jain	Executive Director	Member	04-11-2020	-	-
17	05356182	Mamta Sundara	Non-Executive - Non Independent Director	Member	01-02-2023	-	-

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
18	00112289	Indu Shahani	Non-Executive - Independent Director	Chairperson	30-09-2014	-	-
19	03607203	D Sivanandhan	Non-Executive - Independent Director	Member	30-09-2014	-	-
20	00048506	Hina Nagarajan	Executive Director	Member	01-07-2021	-	-
21	09543864	Mark Sandys	Non-Executive - Non Independent Director	Member	01-04-2022	-	-

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Annexure 1
III. Meeting Of Board Of Directors

Disclosure of notes on meeting of board of directors explanatory					-		
Sr	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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	21-10-2022	-	-	Yes	-	7	5
2	24-01-2023	94	-	Yes	-	9	5

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Annexure 1
IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory						-				
Sr	Name of Committee	EnterDate(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	20 Oct 2022	-	-	-	Yes	-	-	3	-
2	Audit Committee	23 Jan 2023	94	-	-	Yes	-	-	3	-
3	Nomination and remuneration committee	20 Oct 2022	-	-	-	Yes	-	-	3	-
4	Nomination and remuneration committee	23 Jan 2023	94	-	-	Yes	-	-	3	-
5	Stakeholders Relationship Committee	20 Oct 2022	-	-	-	Yes	-	-	2	-
6	Stakeholders Relationship Committee	23 Jan 2023	94	-	-	Yes	-	-	2	-
7	Corporate Social Responsibility Committee	20 Oct 2022	-	-	-	Yes	-	-	2	-

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8	Corporate Social Responsibility Committee	23 Jan 2023	94	-	-	Yes	-	-	2	-
9	Risk Management Committee	14 Mar 2023	49	-	-	Yes	-	-	2	-

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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	No	-
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	-
Disclosure of notes on related party transactions			-
Disclosure of notes of material transaction with related party			-

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Annexure I
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 audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit committee	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination and remuneration committee	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
9.	Any comments/observations/advice of Board of Directors may be mentioned here:	-

Annexure I

Sr	Subject	Compliance status
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1.	Name of signatory	Mital Sanghvi
2.	Designation	Company Secretary and Compliance Officer

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Annexure II
Website Affirmations

Sr. No.	Item	Compliance status	Details of non-compliance	Web address
1	Details of business	Yes	-	https://www.diageoindia.com/about-us/
2	Terms and conditions of appointment of independent directors	Yes	-	https://media.diageo.com/diageo-corporate-media/media/lgjpod5e/policy-on-directors-senior-appointments.pdf
3	Composition of various committees of board of directors	Yes	-	https://www.diageoindia.com/investors/board-committees/
4	Code of conduct of board of directors and senior management personnel	Yes	-	https://media.diageo.com/diageo-corporate-media/media/eahgbyww/code-of-conduct-q2.pdf
5	Details of establishment of vigil mechanism or whistle blower policy	Yes	-	https://www.diageoindia.com/about-us/corporate-governance/speak-up/
6	Criteria of making payments to non-executive directors	NA	-	-
7	Policy on dealing with related party transactions	Yes	-	https://media.diageo.com/diageo-corporate-media/media/dadl5npr/rpt-policy_april-2022.pdf
8	Policy for determining material subsidiaries	Yes	-	https://media.diageo.com/diageo-corporate-media/media/ob0hqrxd/policy-on-material-subsidiary.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	-	https://media.diageo.com/diageo-corporate-media/media/fogpnryw/directors-familiarisation-program-details_march-2023.pdf
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/annual-and-financial-reports/
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	Yes	-	https://www.diageoindia.com/en/investors/financials/results-reports-and-presentations

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	simultaneously with submission to stock exchange			
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/
18	Credit rating or revision in credit rating obtained	Yes	-	https://media.diageo.com/diageo-corporate-media/media/qoelupcx/se_credit_rating_intimation.pdf
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/en/investors/disclosures-under-regulation-46-of-the-lodr
21	Materiality Policy as per Regulation 30	Yes	-	https://media.diageo.com/diageo-corporate-media/media/ivfii34h/disclosure-policy.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA	-	-
23	It is certified that these contents on the website of the listed entity are correct	Yes	-	https://www.diageoindia.com/
	Disclosure of notes on website in terms of Listing Regulations explanatory	-		

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Annexure 2

II. 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), 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 or compensation	17(6)	Yes	-
9	Minimum information	17(7)	Yes	-
10	Compliance certificate	17(8)	Yes	-
11	Risk assessment and 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 and remuneration committee	19(1) & (2)	Yes	-
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	-

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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	Vigil mechanism	22	Yes	-
24	Policy for related party transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	-
25	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
26	Approval for material related party transactions	23(4)	NA	-
27	Disclosure of related party transactions on consolidated basis	23(9)	Yes	-
28	Composition of board of directors of unlisted material subsidiary	24(1)	NA	-
29	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	-
30	Annual Secretarial Compliance Report	24(A)	Yes	-
31	Alternate Director to Independent Director	25(1)	NA	-
32	Maximum Tenure	25(2)	Yes	-
33	Meeting of independent directors	25(3) & (4)	Yes	-
34	Familiarization of independent directors	25(7)	Yes	-
35	Declaration from Independent Director	25(8) & (9)	Yes	-
36	D & O Insurance for Independent Directors	25(10)	Yes	-
37	Meeting of Risk Management Committee	21(3A)	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	-

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	Any other information to be provided	-	
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Annexure II

Name of signatory	Mital Sanghvi
Designation	Company Secretary and Compliance Officer

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Annexure II
III. Affirmation

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	Mital Sanghvi
2.	Designation	Company Secretary and Compliance Officer

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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
no record found				
Any other information to be provided			-	

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

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Annexure IV

Additional Half Yearly Disclosure

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

Applicability of disclosure	Applicable
Reason for Non Applicability	Applicable

(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	-	12377907862.93
Promoter Group or any other entity controlled by them	-	771917079.25
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:

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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	-	-	-

(D) Additional Information

	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.	
	Name	Pradeep Jain
	Designation	CFO
	Place	Bangalore
	Date	21 Apr 2023

Signatory Details:

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