

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L01551KA1999PLC024991

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCM8043J

(ii) (a) Name of the company

UNITED SPIRITS LIMITED

(b) Registered office address

'UB TOWER'
24, VITTAL MALLYA ROAD
BANGALORE
Karnataka
560001

(c) *e-mail ID of the company

cosec.india@diageo.com

(d) *Telephone number with STD code

08022210705

(e) Website

www.diageoindia.com

(iii) Date of Incorporation

31/03/1999

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange	1
2	National Stock Exchange	1,024

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

2nd Floor Kences Towers ,1 Ramakrishna Street
North Usman Road T Nagar

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

(f) Specify the reasons for not holding the same

AGM is scheduled to be held on 31st July 2023.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C1	Food, beverages and tobacco products	99.53

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Diageo Relay B V		Holding	55.88
2	Asian Opportunities & Investm		Subsidiary	100
3	Palmer Investment Group Limi		Subsidiary	100
4	Shaw Wallace Overseas Limite		Subsidiary	100
5	USL Holdings Limited		Subsidiary	100
6	USL Holdings (UK) Limited		Subsidiary	100
7	United Spirits (UK) Limited		Subsidiary	100
8	United Spirits (Great Britain) Li		Subsidiary	100
9	McDowell & Co (Scotland) Limi		Subsidiary	100
10	Royal Challengers Sports Private	U92400KA2008PTC045565	Subsidiary	100
11	Nao Spirits & Beverages Private	U15100DL2010PTC197532	Associate	22.5

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,827,500,000	727,350,853	727,350,853	727,350,853
Total amount of equity shares (in Rupees)	5,655,000,000	1,454,701,706	1,454,701,706	1,454,701,706

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	2,827,500,000	727,350,853	727,350,853	727,350,853
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	5,655,000,000	1,454,701,706	1,454,701,706	1,454,701,706

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	173,700,000	0	0	0
Total amount of preference shares (in rupees)	1,737,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	173,700,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	1,737,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	3,873,850	722,764,865	726638715	1,453,277,4	1,453,277,	
Increase during the year	0	1,106,148	1106148	2,212,296	2,212,296	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	

x. Others, specify		1,106,148	1106148	2,212,296	2,212,296	
Conversion of Physical shares to Demat & allotment						
Decrease during the year	394,010	0	394010	788,020	788,020	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	394,010		394010	788,020	788,020	
Conversion of Physical shares to Demat						
At the end of the year	3,479,840	723,871,013	727350853	1,454,701,7	1,454,701,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE854D01024

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	0				

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

275,774,422,361.08

(ii) Net worth of the Company

57,659,746,607

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	62,550	0.01	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,725,245	0.79	0	
10.	Others Foreign Bodies Corporate	406,447,245	55.88	0	
	Total	412,235,040	56.68	0	0

Total number of shareholders (promoters)

4

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	68,169,694	9.37	0	
	(ii) Non-resident Indian (NRI)	3,861,258	0.53	0	
	(iii) Foreign national (other than NRI)	150	0	0	
2.	Government				
	(i) Central Government	37,605	0.01	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	8,463,653	1.16	0	
4.	Banks	1,167,861	0.16	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	111,887,823	15.38	0	
7.	Mutual funds	71,991,887	9.9	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	33,695,084	4.63	0	
10.	Others AIF, Provident Funds / Pensi	15,840,798	2.18	0	

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	8	8
Members (other than promoters)	241,107	268,989
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	8	2	8	0	0
(i) Non-Independent	1	3	2	3	0	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0

Total	1	8	2	8	0	0
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Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
HINA NAGARAJAN	00048506	Managing Director	0	
PRADEEP JAIN	02110401	Whole-time director	0	
INDU RANJIT SHAHAN	00112289	Director	0	
RAJEEV GUPTA	00241501	Director	0	
MAHENDRAKUMAR SH	00327684	Director	0	
VEGULAPARANAN KA	01782934	Director	0	
SIVANANDHAN DHANU	03607203	Director	332	
JOHN THOMAS KENNEDY	07529946	Director	0	
MAMTA SUNDRA	05356182	Director	0	
MARK SANDYS	09543864	Director	0	
PRADEEP JAIN	AACPJ8051C	CFO	0	
MITAL ARVIND SANGHVI	AXFPS4542K	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MARK SANDYS	09543864	Director	01/04/2022	Appointment
RANDALL INGBER	07529943	Director	31/01/2023	Cessation
PRADEEP JAIN	02110401	Whole-time director	01/02/2023	Appointment as Whole-time Director
MAMTA SUNDRA	05356182	Director	01/02/2023	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	09/08/2022	260,230	64	0

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/05/2022	9	7	77.78
2	26/07/2022	9	8	88.89
3	07/09/2022	9	9	100
4	21/10/2022	9	7	77.78
5	24/01/2023	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held

18

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	26/05/2022	4	3	75
2	Audit Committee	25/07/2022	4	3	75
3	Audit Committee	20/10/2022	4	4	100
4	Audit Committee	23/01/2023	4	4	100
5	Nomination and Remuneration	26/05/2022	4	4	100
6	Nomination and Remuneration	07/09/2022	4	4	100
7	Nomination and Remuneration	20/10/2022	4	4	100
8	Nomination and Remuneration	23/01/2023	4	4	100
9	Stakeholders' Meeting	26/05/2022	3	3	100
10	Stakeholders' Meeting	25/07/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	HINA NAGAR	5	4	80	10	7	70	
2	PRADEEP JA	0	0	0	0	0	0	
3	INDU RANJIT	5	5	100	12	12	100	
4	RAJEEV GUP	5	4	80	4	2	50	
5	MAHENDRAK	5	5	100	6	6	100	
6	VEGULAPAR	5	5	100	10	10	100	
7	SIVANANDHA	5	5	100	12	12	100	
8	JOHN THOMA	5	5	100	8	8	100	
9	MAMTA SUND	0	0	0	0	0	0	
10	MARK SANDY	5	5	100	4	4	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	HINA NAGARAJAN	Managing Direct	119,043,225	0	0	0	119,043,225
2	Pradeep Jain	Executive Direct	35,161,342	0	0	0	35,161,342
	Total		154,204,567	0	0	0	154,204,567

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MITAL ARVIND SA	COMPANY SEC	13,942,989	0	0	0	13,942,989
	Total		13,942,989	0	0	0	13,942,989

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MAHENDRAKUMAR	INDEPENDENT	0	4,700,000	0	775,000	5,475,000
2	VEGULAPARANAN	INDEPENDENT	0	3,900,000	0	875,000	4,775,000
3	INDU RANJIT SHAH	INDEPENDENT	0	4,000,000	0	800,000	4,800,000
4	SIVANANDHAN DHANAN	INDEPENDENT	0	3,900,000	0	800,000	4,700,000
5	RAJEEV GUPTA	INDEPENDENT	0	3,500,000	0	525,000	4,025,000
	Total		0	20,000,000	0	3,775,000	23,775,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Sudhir Vishnupant Hulyalkar

Whether associate or fellow

Associate Fellow

Certificate of practice number

6137

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 21bii dated 27/05/2020

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

00048506

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

16781

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

FII 31MAR23.pdf
USL Share Transfer 2022 23.pdf
Comittee meetings.pdf
MGT-8 final .pdf
Clarification to Annual Return for FY 2022-

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company