

United Spirits Limited

Registered Office:  
UB Tower  
#24, Vittal Mallya Road,  
Bengaluru 560 001

Tel: +91 80 2221 0705  
Fax: +91 80 2224 5253  
[www.diageoindia.com](http://www.diageoindia.com)

26<sup>th</sup> October 2023

BSE Limited  
Listing Department  
Dalal Street,  
Mumbai 400 001  
Scrip Code: 532432

National Stock Exchange of India Limited  
Exchange Plaza, C-1 Block G,  
Bandra Kurla Complex,  
Bandra East, Mumbai- 400051  
Scrip Code: MCDOWELL-N

Dear Sirs,

### **Subject: Notice of Postal Ballot**

Further to our letter dated 6<sup>th</sup> September 2023, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the postal ballot notice dated 13<sup>th</sup> October 2023 for:

- 1) Approval of Ms. Emily Kathryn Gibson (DIN: 10294270) as Non-Executive Non-Independent Director of the Company.
- 2) Ratification of remuneration payable to Cost Auditor of the Company for Financial Year 2023-24.

In compliance with the relevant Circulars of the Ministry of Corporate Affairs, the aforesaid Postal Ballot Notice is being sent electronically only to those Members, whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Friday, 20<sup>th</sup> October 2023.

The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') to provide remote e-voting facility to its members.

The voting period begins at 9.00 a.m. IST on Friday, 27<sup>th</sup> October 2023 and ends at 5.00 p.m. IST on Saturday, 25<sup>th</sup> November 2023. The e-voting module shall be disabled by CDSL for voting thereafter.

The said postal ballot notice may also be accessed on the Company's website i.e., [www.diageoindia.com](http://www.diageoindia.com) and on CDSL website at [www.evotingindia.com](http://www.evotingindia.com)



The results of the e-voting by Postal Ballot will be announced on or before 28<sup>th</sup> November 2023.

The above is for your information and records.

Thank you,

For United Spirits Limited

Mital Sanghvi  
Company Secretary

Encl: as above



## UNITED SPIRITS LIMITED

**Corporate Identity Number:** L01551KA1999PLC024991

**Registered Office:** "UB Tower", No. 24, Vittal Mallya Road, Bengaluru – 560 001

**Tel:** 080-2221 0705; **Fax:** 080-2224 5253;

**Website:** [www.diageoindia.com](http://www.diageoindia.com) **e-mail:** [investor.india@diageo.com](mailto:investor.india@diageo.com)

### NOTICE OF POSTAL BALLOT

Notice is hereby given to the Members of United Spirits Limited ('the Company'), pursuant to section 108 and 110 of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for time being in force) ('the Act'), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended ('the Rules') and in accordance with the guidelines as prescribed by the Ministry of Corporate Affairs ('MCA') for holding of general meeting/postal ballot process through e-voting *vide* the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May 2022, 10/22 & 11/22 dated 28<sup>th</sup> December, 2022, 09/2023 dated 25<sup>th</sup> September, 2023 and other applicable circulars issued by the Ministry of Corporate Affairs ('MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

The Members shall exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means i.e., through e-voting services provided by Central Depository Services (India) Limited ('CDSL'). **The e-voting period commences on Friday, October 27, 2023, at 9.00 A.M. IST and ends on Saturday, November 25, 2023, at 5.00 P.M. IST.** Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 P.M. IST on Saturday, November 25, 2023. Remote e-voting will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time.

#### Special Business

##### ITEM NO. 1

#### **Appointment of Ms. Emily Kathryn Gibson (DIN: 10294270) as a Director (Non-Executive, Non-Independent) of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with, the provisions of sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Emily Kathryn Gibson (DIN: 10294270), who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as an Additional Director (Non-Executive, Non-Independent) of the Company with effect from 7<sup>th</sup> September 2023 and who holds office up to the date of ensuing Annual General Meeting of the Company in terms of section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director (Non-Executive, Non-Independent) of the Company and whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company."

**ITEM NO.2****Ratification of remuneration payable to Cost Auditor of the Company for Financial Year 2023-24**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the remuneration payable to M/s. Rao, Murthy and Associates, Cost Accountants, having Firm Registration Number 000065, appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year 2023-24 amounting to ₹200,000 (Rupees Two Lakhs only) plus applicable taxes and out of pocket expenses incurred in connection with the audit, be and is hereby ratified.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By **Order of the Board of Directors**

**Place :** Mumbai

**Date :** 13<sup>th</sup> October 2023

**Mital Sanghvi**  
**Company Secretary**  
**Membership No. – A16781**

**Registered Office:**

“UB Tower”, No. 24, Vittal Mallya Road, Bengaluru – 560 001

Corporate Identity Number: L01551KA1999PLC024991

Tel: 080-2221 0705; Fax: 080-2224 5253;

Website: [www.diageoindia.com](http://www.diageoindia.com)

E-mail: [investor.india@diageo.com](mailto:investor.india@diageo.com)

**NOTES:**

- Pursuant to section 102 of the Act, an Explanatory Statement setting out material facts and reasons for the proposed resolutions is appended hereto.
- In compliance with the MCA Circulars, the Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ('Depositories') as on **Friday, 20<sup>th</sup> October, 2023**, and whose e-mail IDs are registered with the Company / Depositories. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
- In compliance with provisions of section 108 and section 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company as on the cut-off date. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the members to cast their votes electronically.
- The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date fixed for the purpose.
- Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.diageoindia.com](http://www.diageoindia.com) and on websites of the Stock Exchanges where equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on CDSL website at [www.evotingindia.com](http://www.evotingindia.com).
- All the documents referred to in the Notice and Explanatory statement shall be available for inspection through electronic mode from Friday, 27<sup>th</sup> October, 2023 to Saturday, 25<sup>th</sup> November, 2023 basis the request being sent on [investor.india@diageo.com](mailto:investor.india@diageo.com) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
- The postal ballot e-voting schedule is given in the table below:

<b>Commencement of voting (Start date)</b>	<b>Close of voting (End date)</b>	<b>Results announcement date</b>
Friday, 27 <sup>th</sup> October, 2023, 9 a.m. (IST)	Saturday, 25 <sup>th</sup> November, 2023, 5 p.m. (IST).	On or before 28 <sup>th</sup> November, 2023

- Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [investor.india@diageo.com](mailto:investor.india@diageo.com) or [bglsta@integratedindia.in](mailto:bglsta@integratedindia.in) along with the copy of the signed request letter mentioning the name and address of the member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, members may write to [investor.india@diageo.com](mailto:investor.india@diageo.com) or [bglsta@integratedindia.in](mailto:bglsta@integratedindia.in)
- The Company has appointed Mr. Sudhir V. Hulyalkar, Company Secretary in Practice (CP - 6137) failing him Mr. I B Harikrishna, Practicing Company Secretary (FCS No. 5829 & Certificate of Practice No. 5302) to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
- The Scrutinizer will submit his report to the Chairman or any other person authorized by him after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before 28<sup>th</sup> November 2023. The resolutions, if passed by requisite majority shall be deemed to have been passed on Saturday, 25<sup>th</sup> November 2023 being the last date specified by the Company for e-voting.
- The declared results along with the report of the Scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e., [www.diageoindia.com](http://www.diageoindia.com) and website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

**12. The instructions for shareholders for e-voting are as under:**

**(i) Information and instructions for Remote e-voting by Individual Shareholders holding shares of the Company in demat mode:**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**(ii) Pursuant to abovesaid SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

Type of shareholders	Login Method
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**(iii) Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**(iv) Login method for e-voting for physical shareholders & shareholders other than individual shareholders holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution or/and Power of Attorney (POA) or authorisation document as may be applicable which they have issued in favour of the Custodian or to their authorised representative, as applicable, if any, shall be uploaded in PDF format in the system for the scrutinizer to verify the same.



- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [sudhir.compsec@gmail.com](mailto:sudhir.compsec@gmail.com) or [investor.india@diageo.com](mailto:investor.india@diageo.com) respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [bglsta@integratedindia.in](mailto:bglsta@integratedindia.in) / [investor.india@diageo.com](mailto:investor.india@diageo.com).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**
**Item No. 1**
**Appointment of Ms. Emily Kathryn Gibson (DIN: 10294270) as a Director (Non-Executive, Non-Independent) of the Company**

Pursuant to section 149, 152 and 161 of the Companies Act, 2013 and Articles of Association of the Company, the Board of Directors, based on the recommendation of Nomination and Remuneration Committee and subject to approval of the members, approved the appointment of Ms. Emily Kathryn Gibson (DIN: 10294270), as an Additional Director (Non-Executive, Non-Independent) of the Company, with effect from 7<sup>th</sup> September 2023.

Ms. Emily Kathryn Gibson is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given her consent to act as a Director. She is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India ("SEBI") or any other authority.

As per provisions of Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of the shareholders has to be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

**Brief Profile**

Ms. Emily Kathryn Gibson is a graduate from McGill University, Montreal, Canada and subsequently accomplished her master's degree at London School of Economics. She has over 22 years of work experience. She joined Diageo in 2019 and led a diverse, cross-functional team to develop and launch Society 2030: Spirit of Progress, Diageo's ten-year ESG action plan. Spirit of Progress and its 25 ambitious goals through to 2030 plays a critical role in helping Diageo to deliver its ambition to be one of the best performing, most trusted and respected consumer products companies in the world.

Prior to joining Diageo, Ms. Emily Kathryn Gibson worked at InterContinental Hotels Group (IHG) as Vice President Global Corporate Responsibility, with global accountability for IHG's environmental sustainability agenda, community impact programmes and disaster relief activities as well as leading on stakeholder engagement and ESG reporting.

Starting her career as a strategy consultant, Ms. Emily Kathryn Gibson played a leading role in corporate strategy projects for clients across the consumer products, financial services, manufacturing and pharmaceutical industries in the UK, Europe, and the USA.

Ms. Emily Kathryn Gibson currently leads the Global ESG team at Diageo, working across the business to ensure Diageo makes a positive contribution to society around the world. Ms. Emily Kathryn Gibson and her team collaborate with business units and functions across Diageo to reduce environmental impacts with a focus on achieving net zero across the global value chain, delivering an integrated water stewardship agenda, making a positive difference in local communities through skills building, women's empowerment and

inclusive growth as well as leading efforts to promote responsible drinking. Ms. Emily Kathryn Gibson also plays a leadership role in non-financial/ESG reporting for Diageo.

Ms. Emily Kathryn Gibson is not inter-se related to any other Director or Key Managerial Personnel of the Company. Ms. Emily Kathryn Gibson does not hold equity shares of the Company by herself or on a beneficial basis.

The Board considers that Ms. Emily Kathryn Gibson's association as a Non-Executive Director would be of immense benefit to the Company.

Except Ms. Emily Kathryn Gibson being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution, except to the extent of their shareholding, if any.

The relevant details, pursuant to regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director seeking appointment is annexed.

The Board of Directors recommends the resolution as set out as Item No.1 in the Notice for approval of Members as an Ordinary Resolution.

## **Item No. 2**

### **Ratification of remuneration payable to Cost Auditor of the Company for Financial Year 2023-24**

The Board of Directors, upon the recommendation of the Audit Committee, approved the appointment of M/s. Rao, Murthy and Associates, Cost Accountants having Firm Registration Number 000065, as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year 2023-24, at a remuneration of ₹2,00,000 (Rupees Two Lakhs only plus applicable taxes and reimbursement of out of pocket expenses).

Consequent to the merger of Pioneer Distilleries Limited, the Company is required to make and maintain cost records for extra neutral alcohol (ENA) product as specified by the Central Government under sub-section (1) of section 148 of the Act. Accordingly, the Company has been making and maintaining the records as required. M/s. Rao, Murthy and Associates has been appointed for conducting cost audit of ENA product being manufactured by the Company.

Pursuant to section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the cost auditors of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 2 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution, except to the extent of their shareholding, if any.

The Board of Directors recommends the resolution as set out as Item No.2 in the Notice for approval of Members as an Ordinary Resolution.

By **Order of the Board of Directors**

**Place:** Mumbai

**Date :** 13<sup>th</sup> October 2023

### **Registered Office:**

"UB Tower", No. 24, Vittal Mallya Road, Bengaluru – 560 001

Corporate Identity Number: L01551KA1999PLC024991

Tel: 080-2221 0705; Fax: 080-2224 5253;

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**Mital Sanghvi**

**Company Secretary**

**Membership No. – A16781**

## Annexure

**Disclosure relating to Directors pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings:**

<b>Name of Director</b>	<b>Ms. Emily Kathryn Gibson</b>
Age	49 years
Date of first appointment on the Board	7 <sup>th</sup> September 2023
Expertise in specific functional Areas/ Experience	Please refer to the text of explanatory statement to the resolution.
Brief resume	Please refer to the text of explanatory statement to the resolution.
Qualifications	<ul style="list-style-type: none"> <li>• Bachelor of Arts (Honours) English Literature and International Development Studies from McGill University, Montreal, Canada.</li> <li>• Msc International Relations from London School of Economics, London, England</li> </ul>
Terms and conditions of appointment	Appointment as Non-Executive, Non-Independent Director with effect from 7 <sup>th</sup> September, 2023, liable to retire by rotation
Last drawn remuneration details along with remuneration sought to be paid	<p>Ms. Emily Kathryn Gibson has not drawn any remuneration from the Company.</p> <p>Further Ms. Gibson shall not receive any sitting fees, commission or stock options from the Company. Ms. Emily Kathryn Gibson shall be entitled to draw expenses incurred for travelling / boarding to participate in Board / Committee Meetings and other Company related work, in her capacity as the Non-Executive, Non-Independent Director of the Company</p>
No. of Board meetings attended	Post appointment of Ms. Emily Kathryn Gibson as a Non-Executive, Non-Independent Director of the Company, no board meeting was held till the date of this notice, hence she has not attended any board meeting of the Company.
List of other Indian Directorships held in listed entities along with listed entities from which the person has resigned in the past three years.	Nil
Committee positions	The Board has also appointed Ms. Emily Kathryn Gibson as a member of the Corporate Social Responsibility and Environmental, Social and Governance (CSR & ESG) Committee of the Company with effect from 7 <sup>th</sup> September 2023.
No. of Shares held in the Company	Nil
Relationship with other directors	Not related to any of the directors of the Company