

DIAGEO

INDIA

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

1st August 2020

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,

Sub: Disclosure of information pursuant to regulation 30 read with Schedule III of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Further to our letter dated 23rd July 2020, regarding intimation of 21st Annual General Meeting (AGM) of the Company to be held on 26th August 2020 at 3:30 p.m., we enclose herewith Notice of the 21st AGM of the Company.

Pursuant to the captioned subject and the SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015, details regarding Notice of the 21st AGM of the Company, being emailed to shareholders whose email addresses are registered with the Company/depository participant, is annexed. Necessary intimation by way of advertisement in the newspapers is being issued pursuant to Regulation 47 of the SEBI Listing Regulations.

This is for your information & records.

Thank you,

For United Spirits Limited

MITAL
ARVIND
SANGHVI
Digitally signed
by MITAL ARVIND
SANGHVI
Date: 2020.08.01
20:20:34 +05'30'

Mital Sanghvi
Company Secretary

Encl: as above

Annexure – 1

Date of Notice: 27th July 2020

Brief details of the resolution proposed to be transacted at the 21st AGM of the Company

Sl. No.	Resolutions	Type of resolution (Ordinary/Special)
Ordinary business		
1	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) for the financial year ended March 31, 2020 and the Reports of the Directors and Auditors thereon.	Ordinary
2	To appoint a Director in place of Mr. Randall Ingber (DIN 07529943), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary



UNITED SPIRITS LIMITED

Registered Office: "UB Tower", No. 24, Vittal Mallya Road, Bengaluru – 560 001
Tel: 080-39856500; Fax: 080-39856862; Corporate Identity Number: L01551KA1999PLC024991
Website: www.diageoindia.com e-mail: Investor.India@diageo.com

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Notice

Notice is hereby given that the twenty-first Annual General Meeting ("AGM") of the members of United Spirits Limited ("the Company") will be held on Wednesday, August 26, 2020 at 3.30 p.m. through video conferencing ("VC") to transact the following businesses:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) for the financial year ended March 31, 2020 and the Reports of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Randall Ingber (DIN 07529943), who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board

Mital Sanghvi
Company Secretary

Place : Mumbai
Date : July 27, 2020

Notes:

1. The relevant details, pursuant to regulations 26(4) and 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 re-appointment at this AGM is annexed.
2. In view of the continuing COVID-19 pandemic, Ministry of Corporate Affairs vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Securities and Exchange Board of India vide its Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter collectively referred to as 'Circulars') permitted companies to hold AGM through video conference ("VC") or other audio visual means ("OAVM"), without the physical presence of members at a common venue. Accordingly, the AGM of the Company will be held through VC. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
3. The Circulars waived the requirement of permitting the members to appoint proxies to attend and vote on his/her behalf, as the AGM is being held through VC. Accordingly, the facility for appointment of proxies by the members will not be available. However, in pursuance of section 112 and section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC and cast their votes through e-voting.
4. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the board resolution/authorization letter to the Scrutinizer by email at the email id sudhir.compsec@gmail.com or to the Company at the email id investor.india@diageo.com or upload on the VC portal/e-voting portal.
5. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
6. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for the year 2019-20 will also be available on the Company's website www.diageoindia.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
7. At the seventeenth AGM held on July 14, 2016, the Members approved appointment of Price Waterhouse & Co Chartered Accountants LLP (FRN 304026E/E-300009) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the twenty-second AGM, subject to ratification of their appointment by Members at every AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM had been dispensed with by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the twenty-first AGM.
8. Members are required to immediately inform the Company's Registrars and Transfer Agents, Integrated Registry Management Services Private Limited (IRMSPL) formerly known as Integrated Enterprise (India) Limited, #30, Ramana Residency, 4th Cross, Sampige Road, Bengaluru – 560 003 (Telephone No. 080 23460815-818 Fax No. 08023460819), in case of shares held in physical form and to the respective Depository Participants, in case of shares held in dematerialized/electronic form, the details about their email addresses, if any, so that all notices and other statutory documents which are required to be sent to the members, as per the provisions of the Companies Act, 2013, can be sent to their email addresses.
9. Members holding shares in physical form, holding in the same name or same order of names under different ledger folios are requested to apply for consolidation of such folios, to the Company's Registrars and Transfer Agents. Members may please address all their documents/correspondence relating to the equity shares of the Company directly to the Company's Registrars and Transfer Agents.

Notice (Continued)

10. Nomination facility for shares, held in physical form, is available for members. The prescribed form in this regard can be obtained from the Company's Registrars and Transfer Agents.
11. The Company's equity shares are under compulsory dematerialization. Accordingly, trading of these shares through the stock exchanges would be facilitated if the share certificates are dematerialized. Members with physical share certificates are advised to consider opening a demat account with an authorised Depository Participant (DP) and arrange for dematerializing their shareholdings in the Company. Members may please note that effective April 1, 2019 transfer of shares are not permitted through physical mode pursuant to SEBI notification dated June 8, 2018.
12. Unclaimed Dividend:
- All Unclaimed Dividend up to the financial year ended March 31, 1994, has been transferred to the General Revenue Account of the Central Government in terms of section 205A of the Companies Act, 1956. Members who have not encashed the dividend warrants for the said period may claim their dividends from the Registrar of Companies, Karnataka, II Floor, E-Wing, Kendriya Sadan, Koramangala, Bengaluru – 560 034.
 - All Unclaimed Dividend for the period from April 1, 1994 to March 31, 2012, required to be transferred to the Investor Education and Protection Fund ("Fund") in terms of the provisions of the Companies Act, 1956 and the Companies Act, 2013, were transferred to the Fund. In terms of section 125 of the Companies Act, 2013, the amount of dividend declared for the financial year ended March 31, 2013 remaining unclaimed for a period of seven years from the due date of payment shall be transferred to the Fund.
13. Members may note that the Unclaimed Dividend which are transferred to the Fund can be claimed only by submitting an application in form IEPF 5 to Ministry of Corporate Affairs (MCA) available on website www.iepf.gov.in. Details of unclaimed dividend has been uploaded on the Company's website www.diageoindia.com
14. The members are requested to email their grievances for speedy redressal to bglsta@integratedindia.in/investor.india@diageo.com
15. In compliance with the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administrations) Rules, 2014, the Company is pleased to provide to members with a facility to exercise their right to vote at the 21st AGM by electronic means and the votes may be cast through electronic voting (e-voting) services provided by Central Depository Services (India) Limited [CDSL].
16. Facility for e-voting shall also be made available during the meeting and members attending the meeting through video conference, who have not already cast their vote by remote e-voting can exercise their vote during the meeting.
17. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
18. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date of Thursday, August 20, 2020, may obtain the login ID and password by sending a request at helpdesk.evoting@cDSLindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing user ID and password for casting the vote
19. The instructions for shareholders voting electronically are as under:
- In compliance with the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below:
- The remote e-voting period begins on August 23, 2020 at 10.00 a.m. and ends on August 25, 2020 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of August 20, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The details of the process and manner for remote e-voting are explained herein below:
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-voting** option and proceed directly to cast your vote electronically.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted

on an earlier e-voting of any company, then your existing password is to be used.

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

For Shareholders holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to write to bglsta@integratedindia.in to obtain sequence number which shall be mentioned in the PAN field.</p>
Dividend Bank Details OR Date of Birth	<p>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.</p> <p>* 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 as mentioned in instruction (iii).</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of the Company.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution(s) 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.

- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xviii) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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 and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the board resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should 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 by email at the email id sudhir.comsec@gmail.com or to the Company at the email Id investor.india@diageo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- B. e-voting Instructions for shareholders casting during the AGM

Notice (Continued)

- i. The procedure for e-voting during of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes casted by such shareholders shall be considered as invalid, as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv. Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote during the AGM.

The voting rights of members shall be in proportion to their shareholding in the Company as on the beginning of the cut-off date i.e., August 20, 2020.

20. Mr. Sudhir V. Hulyalkar, Company Secretary in Practice (CP - 6137); Address: 16/8, Ground Floor, 2nd Cross, Gupta Layout, South End Road (Near South End Circle), Basavanagudi, Bengaluru – 560 004 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
21. The Scrutinizer shall, not later than 48 hours after the conclusion of the AGM make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman or a person authorized by him and the Company will declare the results of the voting forthwith.
22. The results declared along with the Scrutinizer's Report will be placed on the Company's website - www.diageoindia.com and on the stock exchanges' website, National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com, immediately after the result is declared by the Chairman or any person authorised by the Company and communicated to the concerned stock exchanges.
23. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 26, 2020. Members seeking to inspect such documents can send an email to investor.india@diageo.com.
24. Instructions with respect to participation by video conference is as follows:
 - i. Shareholder are provided with a facility to attend

the AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at www.evotingindia.com under shareholder/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

- ii. Shareholders are encouraged to join the Meeting through laptops/tablets for better experience.
 - iii. Further, the shareholders are advised to use internet with good bandwidth to avoid any disturbance during the meeting.
 - iv. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - v. Shareholders who would like to express their views/ask questions during the meeting are requested to register themselves as a speaker by sending their request atleast 4 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number to investor.india@diageo.com. The shareholders who do not wish to speak during the AGM but have queries are encouraged to send their queries 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number to investor.india@diageo.com. These queries will be responded appropriately by the company.
25. If Members have any queries or issues regarding attending AGM through VC and/or e-Voting, may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under Help section or may write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By Order of the Board

Mital Sanghvi
Company Secretary

Place : Mumbai
Date : July 27, 2020

Annexure

Disclosure relating to directors pursuant to regulation 26(4) and 36 (3) of the sebi listing regulations and clause 1.2.5 of the secretarial standards on general meetings:

Name of Director	Mr. Randall Ingber
Date of Birth	March 28, 1974
Age	46 years
Date of Appointment	February 2, 2017
Expertise in specific functional Areas	Legal
Experience	24 years
Brief resume	Mr. Randall Ingber (Mr. Ingber) graduated from the University of Pennsylvania in 1995 with a major in Psychology prior to receiving a Juris Doctorate from University of California Hastings College of the Law in 2000. Mr. Ingber is General Counsel, Asia Pacific (incl. India), Supply & Procurement and Global Litigation at Diageo Plc, the world's premium drinks company. He is responsible for management of Diageo's most significant global disputes, as well as managing legal support to Diageo's fast growing Asia businesses. Mr. Ingber has been with Diageo for over 12 years, covering market and corporate legal roles in Australia, Japan, Singapore, Malaysia, Indonesia, Vietnam, Thailand, Philippines and India in addition to head office support in the UK.
Qualifications	Graduate in Psychology from University of Pennsylvania and Juris Doctorate from University of California
Terms and conditions of re-appointment	He is a director nominated by Relay B V, holding Company and does not receive any remuneration from the Company and accordingly was not paid any remuneration ever since he became a director.
No. of Board meetings attended	Mr. Ingber attended all 6 board meetings held in the financial year 2019-20
List of other Indian Directorships held	Nil
* Chairperson/member of the Committee of the Board of Directors of the Company	Mr. Ingber is a member of Corporate Social Responsibility Committee
* Chairperson/member of the Committee of the Board of Directors of other companies in which he is a Director	Nil
a. Audit Committee	NA
b. Stakeholders Relationship Committee	NA
No. of Shares held in the Company	Nil
Relationship with other directors	Not related to any of the directors of the Company