

21st March 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 14th March 2023 and in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the postal ballot notice.

In compliance with the relevant Circulars of the Ministry of Corporate, 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, 17th March 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 Wednesday, 22nd March 2023 and ends at 5.00 p.m. IST on Thursday, 20th April 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 and on CDSL website at www.evotingindia.com

The results of the e-voting by Postal Ballot will be announced on or before 24th April 2023.

The above is for your information and records.

Thank you,

For United Spirits Limited

MITAL
ARVIND
SANGHVI

Digitally signed by
MITAL ARVIND SANGHVI
Date: 2023.03.21
13:36:18 +05'30'

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:** 080-4544 8000; **Fax:** 080-39856862;**Website:** www.diageoindia.com **e-mail:** 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 8th April, 2020, 17/2020 dated 13th April, 2020, and 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May 2022, 10/22 and 11/22 dated December 28, 2022, and other relevant 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 Resolution as set out in this Notice is 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 Wednesday, March 22, 2023, at 9.00 A.M. IST and ends on Thursday, April 20, 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 Thursday, April 20, 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. Mamta Sundara (DIN: 05356182) 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. Mamta Sundara (DIN: 05356182), 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 1st February 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**Appointment of Mr. Pradeep Jain (DIN: 02110401) as a Director**

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, Mr. Pradeep Jain (DIN: 02110401), who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as an Additional Director (Executive) of the Company with effect from 1st February, 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 his candidature for the office of Director of the Company, be and is hereby appointed as a Director (Executive) 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. 3**Appointment of Mr. Pradeep Jain (DIN: 02110401) as a Whole-time Director designated as “Executive Director and Chief Financial Officer” of the Company**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and pursuant to the Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of Nomination and Remuneration Committee, Mr. Pradeep Jain (DIN: 02110401), and who holds office of the Chief Financial Officer of the Company from 1st October 2020, (the ‘appointee’) be and is hereby appointed, with the benefit of continuity of service, as a Whole-time Director designated as “Executive Director and Chief Financial Officer” of the Company for a period of five years with effect from 1st February 2023 on such terms and conditions as set out in this resolution and as specified in the letter of appointment and at below mentioned remuneration

Compensation Plan	Amount (INR Per Annum)
Basic salary	8,741,527
Basket of Allowances (BOA)	12,964,622
Company’s contribution to Provident Fund	1,048,983
Gratuity	420,467
GMC (Health Insurance)	38,400
GTL (Life Insurance)	12,000
Target Annual Incentive Plan (AIP)	9,954,000
Target Cost To Company (CTC) per Annum	33,179,999

RESOLVED FURTHER THAT the maximum Annual Incentive Plan (AIP) payable would be 300% of Target AIP depending on the performance of the appointee as may be recommended by the Nomination & Remuneration Committee and approved by the Board.

RESOLVED FURTHER THAT remuneration mentioned herein shall be the minimum remuneration payable in the event of any inadequacy or absence of profits in any financial year or years, for a period of three years with effect from 1st February 2023, subject to such other revisions, modifications (including inter-se changes in various components of CTC) and increments, including any increments to the Basic and Basket of Allowances (BOA) and consequential increase to Company’s contribution to Provident Fund, Gratuity, Annual Incentive Plan (AIP) etc., as may be approved by the Board from time to time based on the recommendation of the Nomination and Remuneration Committee and as per the rules/policy of the Company, within the overall limit of INR 10 crore per annum.

RESOLVED FURTHER THAT the appointee shall also be entitled to all other benefits/allowances, travel, telephone and other reimbursement entitlements, insurance coverage, as per his grade in accordance with the policy of the Company (as may be modified from time to time).

RESOLVED FURTHER THAT the appointee shall also be entitled to the annual grant of Diageo Executive Long-Term Incentive Plan (DELTIP), Stock Appreciation Rights (SARs) of the Company or other Long Term Incentive plans (LTI), as may be approved by the Board of Directors from time to time, in accordance with the policy of the Company and as per the terms and conditions of the respective plan and upon approval of the Nomination & Remuneration Committee, subject to the overall limit on remuneration specified herein.

RESOLVED FURTHER THAT Mr. Pradeep Jain continues to be the Chief Financial Officer under section 203 of the Companies Act, 2013.

RESOLVED FURTHER THAT the appointment can be terminated by the Company with 6 months' notice (or salary in lieu of such notice) and that the appointment can be terminated by the appointee with 6 months' notice as more particularly set out in the appointment letter.

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."

By **Order of the Board of Directors**

Place: Mumbai

Date: March 14, 2023

Registered Office:

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

Corporate Identity Number: L01551KA1999PLC024991

Tel: 080-4544 8000; Fax: 080-39856862;

Website: www.diageoindia.com

E-mail: investor.india@diageo.com

Mital Sanghvi

Company Secretary

Membership No. – A16781

NOTES:

1. Pursuant to Section 102 of the Act, an Explanatory Statement setting out material facts and reasons for the proposed resolutions is appended hereto.
2. 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, 17th March, 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.
3. 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.
4. 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.
5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at 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 and www.nseindia.com respectively, and on CDSL website at www.evotingindia.com.
6. All the documents referred to in the Notice and Explanatory statement shall be available for inspection through electronic mode from Wednesday, 22nd March, 2023 to Thursday, 20th April, 2023 basis the request being sent on 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.
7. The postal ballot e-voting schedule is given in the table below:

Commencement of voting (Start date)	Close of voting (End date)	Results announcement date
Wednesday, on 22 nd March, 2023, 9 a.m. (IST)	Thursday, 20 th April, 2023, 5 p.m. (IST)	On or Before 24 th April, 2023

8. 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 or 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 (e.g., 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 or bglsta@integratedindia.in
9. The Company has appointed 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, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
10. 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 24th April 2023. The resolutions, if passed by requisite majority shall be deemed to have been passed on Thursday, 20th April, 2023 being the last date specified by the Company for e-voting.
11. The declared results along with the report of the Scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange Limited and shall be uploaded on the website of the Company i.e., www.diageoindia.com and website of CDSL at 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 CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasinew/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & voting during the meeting. Additionally, there is 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 Depository Participants	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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.

- 1) The shareholders should log on to the e-voting website 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 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:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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 OR 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 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 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 or 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 / 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.

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 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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to 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. Mamta Sundara (DIN: 05356182) 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. Mamta Sundara (DIN: 05356182), as an Additional Director (Non-Executive, Non-Independent) of the Company, with effect from 1st February 2023.

Ms. Mamta Sundara 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, Ms. Mamta Sundara shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier.

Brief Profile:

Ms. Mamta Sundara is a graduate from the National Law School of India University and has over 23 years of work experience. She has worked at Diageo for over 14 years in various roles and locations. Ms. Mamta Sundara took on her current role of Global Counsel - Business Integrity & Commercial Operations based in London in January 2023. In this role Ms. Mamta Sundara is accountable for Diageo's global Business Integrity program as well as legal support to global supply chain & procurement and Diageo's shared service business.

Prior to her current role, Ms. Mamta Sundara was the EVP and General Counsel, for the Company from 2015. Based in India, Ms. Mamta Sundara played a key role in advising Company's Board on complex legacy matters, while delivering the highest standards of corporate governance and mitigating risks for the business, alongside enhancing Company's real estate, brand protection and corporate security strategies. Ms. Mamta Sundara has been a strong partner to the Diageo India Executive Committee in managing the volatility in the India business while delivering business goals and has played a critical role in embedding compliance within the Diageo India business.

Before moving to this role in 2015, Ms. Mamta Sundara held the positions of Senior Counsel - Strategy & Standards, Legal Director for Diageo India Pvt Ltd and Counsel - European Supply & Procurement, and was based in Bangalore, Mumbai & London respectively. Prior to Diageo, Ms. Mamta Sundara was a partner at Law School Tutorials and worked with Options Infinite - India Law Associates, J Sagar Associates, and BT Singapore Pte Ltd. She is a passionate and committed leader, who brings candour and clarity to business agendas and is known for her commitment to inclusion and diversity.

Ms. Mamta Sundara was a Non-Executive Director in Pioneer Distilleries Limited, subsidiary of the Company, till its amalgamation with the Company effective 30th December 2022.

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

The Board considers that Ms. Mamta Sundara's association would be of immense benefit to the Company as the Non-Executive Director.

The Board of Directors recommend passing of the resolution by the members as set out under Item No.1 in the Notice as an ordinary resolution.

Except Ms. Mamta Sundara 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.

Item Nos. 2 & 3

Appointment of Mr. Pradeep Jain (DIN: 02110401) as a Director and as a Whole-time Director designated as “Executive Director and Chief Financial Officer” of the Company for a period of five years and approval of remuneration payable to him for three years.

Pursuant to Section 149, 152, 161 and 203 of the Companies Act, 2013 and Articles of Association of the Company, the Board of Directors at their meeting held on 24th January 2023, based on recommendation of Nomination and Remuneration Committee and subject to approval of the members, approved the appointment of Mr. Pradeep Jain (DIN: 02110401), as an Additional Director (Executive) of the Company, with effect from 1st February 2023. Further the appointment and remuneration have been approved by the Audit Committee from a related party perspective.

Mr. Pradeep Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. He 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, Mr. Pradeep Jain shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier.

Brief Profile

Mr. Pradeep Jain is the Chief Financial Officer of the Company effective from 1st October 2020 and also a Key Managerial Personnel (KMP) as per section 203 of the Companies Act, 2013. He joined the Company in 2017 as Executive Vice President – Financial Planning, Reporting & Commercial Finance.

He is also a member of Diageo’s Global Finance Leadership and Diageo India’s Executive Committee. His responsibilities include overseeing Finance, Accounting, Treasury, Tax, Governance, Compliance, Investor Relations, Secretarial, Business Strategy, and IT functions. Mr. Jain is also leading Diageo India’s digital transformation journey and productivity initiatives to achieve greater performance across the business value chain.

An experienced Finance professional, Mr. Jain has spearheaded several organisation-wide transformation initiatives from sourcing to consumer fulfilment while scaling ESG performance. A problem-solver, he has leveraged data-driven insights and a customer-centric approach to steer the organisation through complex business environments. He is a massive advocate of the people agenda and has worked passionately to build varied capabilities within the finance team. He has been instrumental in establishing governance standards within the Company.

Prior to joining Diageo, he held leadership positions across well-known organisations such as Eicher Motors, PepsiCo, and Pidilite Industries. As an agile leader, with an outstanding track record of over 25 years across sectors, he has a vast experience in general finance and strategic financial planning, treasury, controllership, optimal capital structuring and allocation, global organisation design and performance transformation. He has also played a pivotal role in leading and building large finance teams, and honed their capabilities in pursuance of organisational strategies and future-proofing the organisation.

Mr. Pradeep Jain is a Chartered Accountant from the Institute of Chartered Accountants of India and an alumnus of the Shri Ram College of Commerce, Delhi University.

The Board of Directors have appointed, Mr. Pradeep Jain as Whole-time Director designated as “Executive Director and Chief Financial Officer” of the Company with effect from 1st February 2023 for a period of five years subject to approval of members. The remuneration proposed to be paid to him is detailed in the resolution under item no. 3.

Mr. Pradeep Jain shall also be entitled to the Long-Term Incentives (LTI’s) that were granted earlier as per the letters issued to him and shall vest during his term as Whole-time Director, for which the cost is to be borne by the Company. These LTI’s include 17,774 Stock Appreciation Rights (SAR’s) of the Company; 5,496 DELTIP Options (Unvested Share Options) of Diageo PLC and 1,229 DELTIP RSU (Unvested Restricted Stock Units) of Diageo PLC. The actual value of the SAR’s and other Long term Incentives on the vesting date will depend on the respective share price at that time, which may be higher or lower than at grant.

As per process, the Nomination and Remuneration Committee (NRC) will recommend to the Board percentage increase in total remuneration during each year payable to Mr. Pradeep Jain. As per the compensation philosophy of the Company, typically 58% of the overall compensation consists of fixed pay, 25% consists of annual variable pay (AIP) and 17% is Long Term Incentives (comprising Stock Appreciation Rights of the Company as well as other LTI’s of Diageo group). The duration of both Stock Appreciation Rights as well as other LTI’s of Diageo group is 3 years.

The actual AIP is dependent on business performance and the earning potential can be a maximum of three times of the target opportunity in the event of both business and individual performance exceeding target performance. The vesting of Company's SAR and other LTIs of Diageo group is linked to share price performance of the Company/Diageo Plc.

The increase in fixed pay will be commensurate with his performance and is expected to be in line with average increases payable to senior management employees within the Company and benchmarked to employees doing similar roles in the Company's peer group organizations for his current role. The limit of INR 10 crore has been stated to inter-alia cover an eventuality of him being entitled to a maximum amount of Annual Incentive Plan (AIP), increase in Stock Appreciation Rights (SAR) pay out and other Long-Term Incentives (LTIs) pay out of Diageo group.

All the documents referred to in the Notice and Explanatory statement shall be available for inspection through electronic mode from Wednesday, 22nd March, 2023 to Thursday, 20th April, 2023 basis the request being sent on 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.

Other disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules, under the Companies Act, 2013 and SEBI Regulations, as the case may be given below:

A. General Information:

- i. **Nature of industry:** Alcoholic Beverages
- ii. **Date or expected date of commencement of commercial production:** Existing Company
- iii. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- iv. **Financial performance based on given indicators:** The Key Financial Parameters of the Company as on 31st March 2022 is given below:

Particulars	Amount in INR millions
Gross Sales	3,07,311
Profit/Loss from operations	14,873
Exceptional and other non-recurring items	-2,091
Less:	
Depreciation	2,542
Taxation (including deferred tax)	2,542
Profit/(Loss) after tax	7,698

- v. **Foreign investments or collaborations, if any:** The Company is a subsidiary of Diageo PLC (through Diageo Relay BV), which owns 55.88% of the paid-up equity capital of the Company.

B. Information about the appointee:

- i. **Background details:** Mr. Pradeep Jain is the Chief Financial Officer of the Company effective from 1st October 2020. He joined United Spirits Limited in 2017 as Executive Vice President – Financial Planning, Reporting & Commercial Finance. He has 31 years of total experience. Prior to joining the Company, he was Chief Financial Officer of Pidilite Industries Limited. He had held several senior roles in PepsiCo India Holdings Private Limited during two decades of his association there.

Mr. Pradeep Jain is a member of Institute of Chartered Accountants of India. He also holds a bachelor's degree in commerce from the University of Delhi.

- ii. **Past Remuneration:** Past remuneration of Mr. Pradeep Jain based on the Company and Individual performance is given below:

Year	Remuneration (in INR crore)
2019-20	2.29
2020-21	2.10
2021-22	3.41

iii. **Recognition or Awards:**

Mr. Pradeep Jain was one amongst the All-India Rank Holders of the Institute of Chartered Accountants of India.

iv. **Job profile and his suitability:**

Mr. Pradeep Jain is a Chief Financial Officer of the Company effective from 1st October 2020. He joined the Company in 2017 as Executive Vice President – Financial Planning, Reporting & Commercial Finance and is known for his passion and drive to deliver results in challenging environment through Financial Planning and by providing in-depth financial / commercial analysis and decision-making support.

An experienced Finance professional, Mr. Jain has spearheaded several organisation-wide transformation initiatives from sourcing to consumer fulfilment while scaling ESG performance. A problem-solver, he has leveraged data-driven insights and a customer-centric approach to steer the organisation through complex business environments. He is a massive advocate of the people agenda and has worked passionately to build varied capabilities within the finance team. He has been instrumental in establishing governance standards within the Company.

In view of the above, he is best positioned to be appointed as the Whole-time Director designated as Executive Director and Chief Financial Officer of the Company.

v. **Remuneration proposed:** As per the details given in Resolution under item no.3 of this notice above.

vi. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

The remuneration paid to the CFO/ED of the following companies for the FY 2021-22 are given below for the purpose of comparison:

Sl. No.	Names of Companies	Designation	Remuneration paid (in INR crore)
1	Hindustan Unilever Limited	Executive Director, Finance & IT and Chief Financial Officer	5.98*
2	Colgate Palmolive (India) Limited	Whole-time Director and Chief Financial Officer	4.99
3	ITC Limited	Whole-time Director and Chief Financial Officer	2.93
4	United Breweries Limited	Director and Chief Financial Officer	3.28*
5	Nestle India Limited	Executive Director – Finance & Control and CFO	7.97
6	Siemens Limited	Executive Director and Chief Financial Officer	5.97

* For part of the year

Taking into consideration the size of the Company, the profile of Mr. Pradeep Jain, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

vii. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:** No pecuniary relationship other than the remuneration as stated above.

C. Other Information:

i. **Reasons for loss or inadequate profits:**

The Company has been consistently making profits except for the financial year ended March 31, 2014 and for the financial year ended March 31, 2015 due to certain exceptional and one-off items. If the profits of each of the years is calculated in terms of the provisions existing prior to the Companies (Amendment) Act, 2017 ("Amendment"), the Company had net profits calculated for this purpose under Section 198 of the Act.

The reasons for the losses during the year 2013-14 and 2014-15 were due to certain exceptional and one-off items of provisions, write-offs and losses in those years which have already been disclosed and approved by the shareholders as part of the approved audited financial statements of those years.

- ii. **Steps taken or proposed to be taken for improvement:** Pursuant to the approval of the shareholders of the Company at an extraordinary general meeting of the Company held on 9th January 2015, the Company entered into a number of agreements with certain Diageo entities for manufacture and sale of certain key brands owned by such Diageo entities. These agreements have enabled the Company to be in a position to gain a diverse product portfolio, additional sales revenue and improve the Company's standing in the domestic market by virtue of leveraging the Diageo brand and know-how. Also, these agreements are value accretive for the Company and are consistent with the Company's strategy to build and extend its competitive advantage in the "Premium and above" market segments. This has been demonstrated by the Company achieving profitability over the years except due to certain exceptional and one-off items and the unprecedented Covid-19 year through its premiumization strategy. Prestige and above segment accounted for 72.5% of the net sales for the financial year ended 31st March 2022.
- iii. **Expected increase in productivity and profits in measurable terms:** The financial performance including the profitability over the four financial years are given below which clearly show that the Company is on the right path.

(INR Millions)

Financial year	Gross sales	Profit after tax	Market capitalization
2021-22	307,311	7,698	645,509
2020-21	271,764	3,103	404,265
2019-20	285,892	7,047	352,129
2018-19	285,123	6,586	402,485

As detailed above, the Company has been consistently making profits every year and in view of the various initiatives undertaken by it, expects to eliminate the accumulated losses in near future.

Except Mr. Pradeep Jain 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 Board of Directors recommend passing of the resolution by the members as set out under Item No. 2 as ordinary resolution & 3 as a special resolution.

By **Order of the Board of Directors**

Place: Mumbai
Date: March 14, 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: 080-4544 8000; Fax: 080-39856862;
Website: www.diageoindia.com
E-mail: investor.india@diageo.com

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:

Name of Director	Ms. Mamta Sundara	Mr. Pradeep Jain
Age	46 years	54 years
Date of first appointment on the Board	1 st February, 2023	1 st February, 2023
Expertise in specific functional Areas/ Experience	Please refer to the text of explanatory statement to the resolution.	Please refer to the text of explanatory statement to the resolution.
Brief resume	Please refer to the text of explanatory statement to the resolution.	Please refer to the text of explanatory statement to the resolution.
Qualifications	Graduate from the National Law School of India	<ul style="list-style-type: none"> • Member of Institute of Chartered Accountants of India. • Bachelor's degree in commerce from the University of Delhi.
Terms and conditions of appointment/re-appointment	Appointment as Non-Executive, Non-Independent Director with effect from 1 st February, 2023, liable to retire by rotation	Appointment as Whole- Time Director designated as "Executive Director and Chief Financial Officer" for a period of five years from 1 st February, 2023 to January 31, 2028
Last drawn remuneration details along with remuneration sought to be paid	Ms. Mamta Sundara shall not receive any sitting fees, commission or stock options from the Company. Ms. Mamta Sundara 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 Director of the Company	Appointment term for five years and remuneration for three years as detailed in the Resolution under item no.3 and explanatory statement thereof.
No. of Board meetings attended	Post appointment of Ms. Mamta Sundara as a Non-Executive 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.	Post appointment of Mr. Pradeep Jain as an Additional Director and Whole-time Director of the Company, no board meeting was held till the date of this notice, hence he has not attended any board meeting of the Company in the capacity of Director.
Directorship Details	<u>Listed Public Companies:</u> Nil <u>Public Companies:</u> Nil <u>Foreign Companies:</u> Nil <u>List of other Indian Directorships held along with listed entities from which the person has resigned in the past three years:</u> Pioneer Distilleries Limited (amalgamated w.e.f. December 30, 2022)	<u>Listed Public Companies:</u> Nil <u>Public Companies:</u> Nil <u>Foreign Companies:</u> Nil <u>List of other Indian Directorships held along with listed entities from which the person has resigned in the past three years:</u> Nil

Name of Director	Ms. Mamta Sundara	Mr. Pradeep Jain
Committee Positions	Member: <u>Risk Management Committee</u> United Spirits Limited (w.e.f. 1 st February 2023.) Chairperson: Nil	Member: <u>Risk Management Committee</u> United Spirits Limited Chairperson: Nil
No. of Shares held in the Company	Nil	Nil
Relationship with other directors	Not related to any of the directors of the Company	Not related to any of the directors of the Company