

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

12th March 2024

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 23rd January 2024, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the postal ballot notice dated 23rd January 2024 for approval of :

1. Appointment of Dr. Indu Bhushan (DIN: 09302960) as an Independent Director of the Company.
2. Appointment of Mr. Mukesh Hari Butani (DIN: 01452839) as an Independent Director of the Company.

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, 8th March 2024.

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, 13th March 2024 and ends at 5.00 p.m. IST on Thursday, 11th April 2024. 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 15th April 2024.

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 **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 No. 09/2023 dated 25th 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, ('LODR 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 through Postal Ballot by way of 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, 13th March, 2024, at 9.00 A.M. IST and ends on Thursday, 11th April, 2024, 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, 11th April, 2024**. 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 Dr. Indu Bhushan (DIN: 09302960) as an Independent Director of the Company

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

"RESOLVED THAT in accordance with, the provisions of sections 149, 150 and 152, Schedule IV 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 Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company Dr. Indu Bhushan (DIN: 09302960), who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as an Additional Director (Non-Executive, Independent Director) in terms of Section 161 of the Act and who is eligible for appointment as Independent Director with effect from 1st March, 2024, who meets the criteria for independence under under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations, 2015 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 an Independent Director of the Company for a period of five years, effective from 1st March, 2024 to 28th February, 2029, and whose office shall not 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. Mukesh Hari Butani (DIN: 01452839) as an Independent Director of the Company**

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

“RESOLVED THAT in accordance with, the provisions of sections 149, 150 and 152, Schedule IV 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 Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘LODR Regulations’) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, Mr. Mukesh Hari Butani (DIN: 01452839), who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as an Additional Director (Non-Executive, Independent Director) in terms of Section 161 of the Act and who is eligible for appointment as Independent Director with effect from 1st March, 2024, who meets the criteria for independence under under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations, 2015 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 an Independent Director of the Company for a period of five years, effective from 1st March, 2024 to 28th February, 2029, and whose office shall not 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.”

By **Order of the Board of Directors**

Place : Bengaluru

Date : 23rd January, 2024

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

E-mail: investor.india@diageo.com

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, 8th March, 2024**, 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, 13th March, 2024 to Thursday, 11th April, 2024 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, 13 th March, 2024, 9 a.m. (IST) | Thursday, 11 th April, 2024, 5 p.m. (IST) | On or before Monday, 15 th April, 2024 |

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 (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 or bglsta@integratedindia.in
9. The Company has appointed Mr. Sudhir V. Hulyalkar, Company Secretary in Practice (CP - 6137) failing him Mr. Sudhindra K S, Practising Company Secretary (FCS No. 7909 & Certificate of Practice No. 8190) 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 Monday, 15th April, 2024. The resolutions, if passed by requisite majority shall be deemed to have been passed on Thursday, 11th April, 2024 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 CDSL/NSDL 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/myeasitoken/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/myeasitoken/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 and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

- 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 <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 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 and to the Company at the email address viz; sudhir.compsec@gmail.com or 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.

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 & 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 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 Dr. Indu Bhushan (DIN: 09302960) as an Independent Director of the Company

Pursuant to section 149, 152, 161 and other applicable provisions of the Companies Act, 2013, ('the Act') Articles of Association of the Company, the Board of Directors at their meeting held on 23rd January 2024, based on recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of Members, approved appointment of Dr. Indu Bhushan (DIN: 09302960) as an Additional Director (Independent Director) of the Company, for a term of five years commencing from 1st March 2024 to 28th February 2029 (both days inclusive) not liable to retire by rotation.

The Company has received following statutory disclosures / declarations:

- (i) Form DIR-8 - intimating the Company that he stands free from any disqualification, under section 164(1) and 164(2) of the Act;
- (ii) Declaration under Section 149(7) of the Act and regulation 25(8) of LODR Regulations;
- (iii) Declaration that he is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority and given his consent to act as Director of the Company;
- (iv) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act;
- (vi) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs;
- (vii) Form MBP-1 – disclosing his concerns or interests in other company(ies) in terms of section 184(1) of the Act.

The Board noted that Dr. Indu Bhushan brings significant experience in finance, economics, international affairs and government relations which would immensely benefit the Company operating in highly regulated industry. Accordingly, the board is of the view that his appointment would add value and provide meaningful insights to the Company.

Further, the board on recommendation of Nomination and Remuneration Committee has determined that the appointment of Dr. Indu Bhushan would be beneficial to the Company.

There is no inter-se relationship between Dr. Indu Bhushan and any other Directors and other Key Managerial Personnel of the Company. The terms and conditions of appointment of Dr. Indu Bhushan is available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

As per provisions of Regulation 17(1C) of LODR Regulations, 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. Accordingly, the approval for passing this resolution as a Special Resolution has been sought from the Shareholders of the Company through this postal ballot.

Except Dr. Indu Bhushan being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above resolution, except to the extent of his shareholding, if any.

Brief Profile of Dr. Indu Bhushan:

Dr. Indu Bhushan is a seasoned development professional with more than 40 years of experience across various sectors. Prior to leaving government service in 1995, he served in the Indian Administrative Service (1983 batch) in UP and Rajasthan States. Subsequently, he worked as a Senior Economist with the World Bank Group in Washington DC, USA before joining the Asian Development Bank (ADB), Manila, Philippines in 1997.

During his tenure at ADB, Dr. Indu Bhushan held several key positions, including Director General of the East Asia Department and Director General of the Strategy and Policy Department. He played a pivotal role in ADB's engagement with several Asian economies, notably the People's Republic of China. His oversight encompassed sectors such as energy, environment, natural resources, agriculture, transport, public management, finance, regional cooperation, urban development, and social development.

In 2018, Dr. Indu Bhushan was appointed by the Hon'ble Prime Minister Shri Narendra Modi as the Chief Executive Officer (CEO) of Ayushman Bharat – Pradhan Mantri Jan Arogya Yojana (AB-PMJAY), a flagship health assurance scheme covering over 500 million citizens in India. He also spearheaded the implementation of the ambitious National Digital Health Mission, which was later renamed Ayushman Bharat Digital Mission.

Currently, Dr. Indu Bhushan serves as a senior associate at Johns Hopkins University in Baltimore and holds the position of Ambassador for the Johns Hopkins Gupta Klinsky India Institute. Additionally, he is also Senior Advisor with BCG and sits on several international and national not-for-profit and corporate boards, including their audit and ESG committees.

Dr. Indu Bhushan holds a Ph.D. in Health Economics and a Master of Health Sciences from Johns Hopkins University in the USA. He is an alumnus of the Indian Institute of Technology Banaras Hindu University (IIT BHU) and IIT Delhi, where he completed his B. Tech and Post Graduate Diploma, respectively. He is also a Chartered Financial Analyst (CFA).

Dr. Indu Bhushan has received several awards in his career, including Population Award from the Government of Vietnam, Global Achievement Award from Johns Hopkins University, E-Governance Gold Medal from the Government of India and Gold Medal and Distinguished Alumnus Award from Banaras Hindu University.

Item No. 2:

Appointment of Mr. Mukesh Hari Butani (DIN: 01452839) as an Independent Director of the Company

Pursuant to section 149, 152, 161 and other applicable provisions of the Companies Act, 2013, ('the Act') Articles of Association of the Company, the Board of Directors at their meeting held on 23rd January 2024, based on recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of Members, approved the appointment of Mr. Mukesh Hari Butani (DIN: 01452839) as an Additional Director (Independent Director) of the Company, for a term of five years commencing from 1st March, 2024 to 28th February, 2029 (both days inclusive) not liable to retire by rotation.

The Company has received following statutory disclosures / declarations:

- (i) Form DIR-8 - intimating the Company that he stands free from any disqualification, under section 164(1) and 164(2) of the Act;
- (ii) Declaration under Section 149(7) of the Act and regulation 25(8) of LODR Regulations;
- (iii) Declaration that he is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority and given his consent to act as Director of the Company;
- (iv) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;

- (v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act;
- (vi) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs;
- (vii) Form MBP-1 – disclosing his concerns or interests in other company(s) in terms of the Act.

The Board noted that Mr. Mukesh Hari Butani's background as dual qualifies (CA & Law) and now practising in Courts as a jurist in international tax policy, disputes, and as having managed multidisciplinary professional services firms in the area of mergers and acquisitions, corporate law, risk, governance and compliance, coupled with his knowledge for public policy which would immensely benefit the Company operating in a highly regulated industry. Accordingly, the board is of the view that his appointment would add value and provide meaningful insights to the Company.

Further, the board on recommendation of Nomination and Remuneration Committee has determined that the appointment of Mr. Mukesh Hari Butani would be beneficial to the Company.

There is no inter-se relationship between Mr. Mukesh Hari Butani and any other Directors and other Key Managerial Personnel of the Company. The terms and conditions of appointment of Mr. Mukesh Hari Butani are available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

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. Accordingly, the approval for passing this resolution as a Special Resolution has been sought from the Shareholders of the Company through this postal ballot.

Except Mr. Mukesh Hari Butani being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above resolution, except to the extent of his shareholding, if any.

Brief profile of Mr. Mukesh Hari Butani:

Mr. Mukesh Hari Butani is the Founder and Managing Partner of BMR Legal Advocates, an independent boutique law firm specialising in Tax Policy, Advocacy & Disputes, ranked amongst Top Tier Law Firms in India in independent surveys by Legal 500, Benchmark Litigation, Chambers and Partners, India Business Law Journal and Asia law Profiles. With specialisation in corporate international tax and transfer pricing for over three decades, Mr. Mukesh Hari Butani has significant experience in advising Fortune 500 multinationals and large Indian business houses on a wide range of matters relating to trade & investment policy, business re-organisations, cross-border tax structuring, corporate international tax and controversy across a range of sectors.

Mr. Mukesh Hari Butani is a commerce graduate from the University of Mumbai and holds a bachelor's degree in law. He qualified as a Chartered Accountant in 1985 and practiced as a fellow member until 2010. Subsequently, he enrolled as an Advocate with the Bar Council of Delhi to practice before Indian Courts.

As an Advocate and a fellow Chartered Accountant, he is acknowledged for his expertise in the area of international tax and transfer pricing policy, controversy and advocacy. He has to his credit landmark Indian judicial pronouncements in his area of practice. He has been deposed as an expert witness on contentious cross-border tax treaty and transfer pricing matters in multiple foreign jurisdictional courts and arbitration tribunals. He regularly appears before various Tribunals, High Courts and the Hon'ble Supreme Court of India.

He co-founded and was the chairman of BMR Advisors, which was amongst India's leading professional services firm with competencies in the area of Tax M&A and Risk Advisory services, until it transitioned into Big 4 firms in 2017. The firm was featured in 2016 Harvard Business Review case study, 'BMR Advisors: Competing on Quality', taught in leading business schools in the U.S. & Indian Institute of Management in India.

Prior to founding BMR legal Advocates in 2010, he led the International Tax & Transfer Pricing practice for two of the Big 4 firms and was part of their leadership teams. After qualifying as a Chartered Accountant, he spent most of his professional life with Arthur Andersen wherein he became a National Partner in 1995 and a Partner in Andersen Worldwide in 1998.

He acts as an expert witness and issues opinions, depositions, witness statements, examinations cross examination before appellate and arbitral tribunals in Singapore, Mauritius, U.K. and the U.S. State Courts on matters entailing Indian law on withholding tax for

offshore transactions, OECD standards, transfer pricing & arm's length principle concerning arbitral disputes & investment treaty-related disputes.

The relevant details, pursuant to regulation 36(3) of the LODR Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, in respect of Directors seeking appointment is annexed.

The Board of Directors recommend the resolutions as set out as Item No.1 and Item No. 2 in the Notice for approval of Members as Special Resolutions.

By **Order of the Board of Directors**

Place: Bengaluru

Date : 23rd January 2024

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 | Dr. Indu Bhushan | Mr. Mukesh Hari Butani |
|---|---|--|
| DIN | 09302960 | 01452839 |
| Age | 63 years | 59 years |
| Date of first appointment on the Board | 1 st March, 2024 | 1 st March, 2024 |
| Expertise in specific functional Areas/ Experience | Please refer to the explanatory statement to the resolution. | Please refer to the explanatory statement to the resolution. |
| Brief resume | Please refer to the explanatory statement to the resolution. | Please refer to the explanatory statement to the resolution. |
| Qualifications | <ul style="list-style-type: none"> • Certified Financial Analyst (CFA) • PhD, Health Economics, School of Hygiene and Public Health, The Johns Hopkins University, Baltimore, USA • Master of Health Sciences, School of Hygiene and Public Health, The Johns Hopkins University, Baltimore, USA • Post Graduate Diploma, Control Systems and Instrumentation, Indian Institute of Technology, Delhi, India • Bachelor of Technology, Electrical Engineering, Indian Institute of Technology, Banaras Hindu University, Varanasi, India; Gold Medalist | <ul style="list-style-type: none"> • Bachelor of Commerce, B.Com, University of Mumbai • Bachelor of Law, L.L.B, University of Mumbai & CCS University • Chartered Accountant, FCA, Institute of Chartered Accountants of India |
| Terms and conditions of appointment | Appointment as a Independent Director for a period of five years with effect from 1 st March, 2024 to 28 th February, 2029, not liable to retire by rotation | Appointment as a Independent Director for a period of five years with effect from 1 st March, 2024 to 28 th February, 2029, not liable to retire by rotation |
| Last drawn remuneration details along with remuneration sought to be paid | Sitting fees for attending Board and Committee meetings, if any, where he is a member. Commission as determined by the Board of Directors and approved by the shareholders within permissible threshold limits as per Companies Act 2013 (pro-rata basis for FY 2023-24) | Sitting fees for attending Board and Committee meetings, if any, where he is member shall be paid. Commission as determined by the Board of Directors. and approved by the shareholders within permissible threshold limits as per Companies Act 2013 (pro rata basis for FY 2023-24). |
| No. of Board meeting attended | Not Applicable | Not Applicable |
| Directorship held in other Companies (excluding foreign Companies) | <ol style="list-style-type: none"> 1. Godrej Properties Limited 2. Balrampur Chini Mills Limited 3. Colgate- Palmolive (India) Limited 4. Apollo Healthco Limited 5. Godrej Projects Development Limited 6. Vidhi Centre for Legal Policy 7. Swasth Digital Health foundation | <ol style="list-style-type: none"> 1. Dabur India Limited 2. Hitachi Energy India Limited 3. Latent View Analytics Limited 4. BMR Business Solutions Private Limited 5. International Tax Research and Analysis Foundation |

| Name of Director | Dr. Indu Bhushan | Mr. Mukesh Hari Butani |
|--|--|--|
| Listed entities from which the Director has resigned from Directorship in the past three years | Nil | Nil |
| Memberships / Chairmanships of committees of other companies (excluding foreign companies) | <p><u>Chairman:</u> <u>Godrej Properties Limited:</u></p> <ul style="list-style-type: none"> • Audit Committee <p><u>Apollo Healthco Limited</u></p> <ul style="list-style-type: none"> • Corporate social responsibility Committee <p><u>Member:</u> <u>Godrej Properties Limited:</u></p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee • Risk management Committee • Corporate social responsibility and Environmental, Social, and Governance Committee <p><u>Colgate-Palmolive (India) Ltd.:</u></p> <ul style="list-style-type: none"> • Audit Committee • Stakeholders' relationship committee <p><u>Apollo Healthco Limited</u></p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee | <p><u>Chairman:</u> <u>Hitachi Energy India Ltd:</u></p> <ul style="list-style-type: none"> • Audit Committee • Risk Management Committee <p><u>Dabur India Limited:</u></p> <ul style="list-style-type: none"> • Stakeholders' relationship committee <p><u>Latent View Analytics Ltd:</u></p> <ul style="list-style-type: none"> • Audit Committee <p><u>Member:</u> <u>Dabur India Limited:</u></p> <ul style="list-style-type: none"> • Audit Committee • Environment, Social and Governance Committee <p><u>Hitachi Energy India Ltd:</u></p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee • Stakeholders' relationship committee |
| Number of Equity Shares held in the Company (including shareholding as a beneficial owner) | Nil | Nil |
| Inter-se relationship with other Directors and Key Managerial Personnel of the Company | None | None |