

United Spirits Limited

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

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

18<sup>th</sup> November 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: UNITDSPR

Dear Sirs,

**Subject: Notice of Postal Ballot**

Further to stock exchange announcement dated 5<sup>th</sup> September 2024, please find enclosed the postal ballot notice seeking approval for appointment of Ms. Preeti Arora (DIN: 10768374) as a Director (Non-Executive Non-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, 8<sup>th</sup> November 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 commences on Tuesday, 19<sup>th</sup> November 2024, at 9.00 a.m. IST and ends on Wednesday, 18<sup>th</sup> December 2024, at 5.00 p.m. IST. The e-voting module shall be disabled by CDSL for voting thereafter.

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

The results of the e-voting by Postal Ballot will be announced on or before Friday, 20<sup>th</sup> December 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', #24, Vittal Mallya Road, Bengaluru - 560 001**Tel:** 080-2221 0705; **Fax:** 080-2224 5253;**Website:** [www.diageoindia.com](http://www.diageoindia.com), **e-mail:** [investor.india@diageo.com](mailto:investor.india@diageo.com)**NOTICE OF POSTAL BALLOT**

Dear Member(s),

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 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. 09/2024 dated 19<sup>th</sup> September, 2024 and other applicable circulars issued by the Ministry of Corporate Affairs ('MCA Circulars'), Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October 2024 issued by Securities and Exchange Board of India ('SEBI') and Regulation 44 of the SEBI (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 resolution as set out in this Notice is 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 matter 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 **Tuesday, 19<sup>th</sup> November 2024, at 9.00 a.m. IST and ends on Wednesday, 18<sup>th</sup> December 2024, at 5.00 p.m. IST**. Members are requested to carefully read the instructions given in this Notice of Postal Ballot and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than **5.00 p.m. IST on Wednesday, 18<sup>th</sup> December 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 Ms. Preeti Arora (DIN: 10768374) as a Director (Non-Executive Non-Independent Director) 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. Preeti Arora (DIN: 10768374), 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 1<sup>st</sup> October 2024 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.”

By **Order of the Board of Directors**

**Mital Sanghvi**

**Company Secretary**

**Membership No. – A16781**

**Place:** Bengaluru

**Date:** 5<sup>th</sup> September 2024

**NOTES:**

- Pursuant to section 102 of the Act, an Explanatory Statement setting out material facts and reasons for the proposed resolution is appended hereto.
- In compliance with 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, 8<sup>th</sup> November 2024 (cut-off date)** and whose e-mail IDs are registered with the Company / Depositories. A person who is not a member as on the (cut-off date) should treat this Notice of Postal Ballot for information purpose only.
- In compliance with provisions of section 108 and 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the members of the Company as on the cut-off date. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the members to cast their votes electronically.
- The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date fixed for the purpose.
- Members may note that the Notice of Postal Ballot will also be available on the Company's website at [www.diageoindia.com](http://www.diageoindia.com) and on websites of the Stock Exchanges where equity shares of the Company are listed i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on CDSL website at [www.evotingindia.com](http://www.evotingindia.com).
- All documents referred to in the Notice and Explanatory statement shall be available for inspection through electronic mode during business hours from **Tuesday, 19<sup>th</sup> November 2024 to Wednesday, 18<sup>th</sup> December 2024** basis request being sent on [investor.india@diageo.com](mailto:investor.india@diageo.com) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
- The postal ballot e-voting schedule as under:

Commencement of voting (Start date)	Close of voting (End date)	Results announcement date
Tuesday, 19 <sup>th</sup> November 2024, at 9.00 a.m. IST	Wednesday, 18 <sup>th</sup> December 2024, at 5.00 p.m. IST	On or before Friday, 20 <sup>th</sup> December 2024

- Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [investor.india@diageo.com](mailto:investor.india@diageo.com) or [bglsta@integratedindia.in](mailto:bglsta@integratedindia.in) along with a copy of signed request letter mentioning name and address of the member, self-attested copy of PAN card, and self-attested copy of address proof (eg.: Driving License, Election Identity Card, Passport) 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 e-mail address, members may write to [investor.india@diageo.com](mailto:investor.india@diageo.com) or [bglsta@integratedindia.in](mailto:bglsta@integratedindia.in)
- The Company has appointed Mr. Sudhir V. Hulyalkar, Company Secretary in Practice (FCS No. 6040 and CP No. 6137) failing him Mr. Sudhindra K S, Practicing 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.
- The Scrutinizer will submit his report to the Chairperson or any other person authorized by him after completion of the scrutiny and the results of e-voting by Postal Ballot will be announced on or before Friday, 20<sup>th</sup> December 2024. The resolutions, if passed by requisite majority shall be deemed to have been passed on Wednesday, 18<sup>th</sup> December 2024 being the last date specified by the Company for e-voting.
- The declared results along with the Scrutinizer's Report shall be forwarded to the BSE Limited and the National Stock Exchange Limited and shall be uploaded on the website of the Company i.e., [www.diageoindia.com](http://www.diageoindia.com) and website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

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

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

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

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

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

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 022 - 48867000

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

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

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

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

- A scanned copy of the Board Resolution 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](mailto:sudhir.compsec@gmail.com) or [investor.india@diageo.com](mailto: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](mailto:bglsta@integratedindia.in) / [investor.india@diageo.com](mailto:investor.india@diageo.com).
2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-62343333.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1**

**Appointment of Ms. Preeti Arora (DIN: 10768374) 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 at their meeting held on 5<sup>th</sup> September 2024, based on the recommendation of Nomination and Remuneration Committee and subject to approval of members, approved appointment of Ms. Preeti Arora (DIN: 10768374), as an Additional Director (Non-Executive, Non-Independent) of the Company, with effect from 1<sup>st</sup> October 2024.

The Company has received following statutory disclosures / declarations:

- (i) Form DIR-8 – intimating the Company that she stands free from any disqualification, under section 164(1) and 164(2) of the Act;
- (ii) Declaration that she is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority and given her consent to act as Director of the Company;
- (iii) A notice in writing by a member proposing her candidature under section 160(1) of the Act;
- (iv) Form MBP-1 – disclosing her concerns or interests in other company(ies) in terms of section 184(1) of the Act.

The Board noted that Ms. Preeti Arora is employed with Diageo Group over 7 years and she is currently Managing Director for South-East Asia business of Diageo. She has rich experience in business, strategy, leadership, finance, risk management etc. as more particularly set forth in her profile below. Accordingly, the Board is of the view that her extensive understanding of the FMCG business including Diageo 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 Ms. Preeti Arora would be beneficial to the Company.

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



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.

Except Ms. Preeti Arora 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.

Brief Profile:

Ms. Preeti Arora is a senior executive with well-rounded experience over the past 25 years. She is currently Managing Director, South-East Asia business of Diageo. She has rich experience in General Management, Finance leadership and transformation roles, running business ranging from US\$2 Bn to \$10 Bn specialising in the areas of Strategy development & financial planning, Mergers & Acquisitions, Corporate restructuring / Regional Entrepreneur Model, Business and Functional transformation, Product sourcing strategy development, white space expansion, external partner relationship management, Joint business planning & value creation with retailers and other external parties, Distributor start up, Tax, Accounting and regulatory compliance, Competitive intelligence Stewardship / Audits and Organization development. She has also delivered very strong sustained results in Financial Stewardship and compliance both by internal and external standards.

She has a strong track record of delivering consistent superior business results. She has consistently led from the front, shaping the future of the business by prioritizing and ensuring adequacy of resourcing as well as driving excellent execution – with a rich experience working across developed and emerging markets. She has also led business and functional transformations involving process, system and organisation both regionally and globally. Ms. Preeti Arora has experience in leading team of 500-600 people across sites, developing and building finance organisation. She leads the gender diversity and e-business capability across Diageo. She has also delivered very strong sustained results in Financial Stewardship and compliance both by internal and external standards. She holds BA (Hons) in Economics and Master of Finance & Control.

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 Director seeking appointment is annexed.

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

By **Order of the Board of Directors**

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

**Place:** Bengaluru

**Date:** 5<sup>th</sup> September 2024

**Annexure**

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

<b>Name of Director</b>	<b>Ms. Preeti Arora</b>
DIN	10768374
Age	49 years
Date of first appointment on the Board	1 <sup>st</sup> October 2024
Expertise in specific functional Areas/ Experience	Please refer to the explanatory statement to the resolution.
Brief resume	Please refer to the explanatory statement to the resolution.
Qualifications	<ul style="list-style-type: none"> <li>• Masters of Finance &amp; Control, Delhi University</li> <li>• BA (Hons) Economics, Shri Ram College of Commerce, Delhi</li> </ul>
Terms and conditions of appointment	Appointment as Non-Executive, Non-Independent Director with effect from 1 <sup>st</sup> October 2024, liable to retire by rotation
Last drawn remuneration details along with remuneration sought to be paid	Ms. Preeti Arora has not drawn any remuneration from the Company. Further Ms. Preeti Arora shall not receive any sitting fees, commission or stock options from the Company. Ms. Preeti Arora shall be entitled to draw expenses incurred for travelling / boarding to participate in Board / Committee Meetings and other Company related work in her capacity as the Non-Executive, Non-Independent Director of the Company.
No. of Board meeting attended	Nil
List of other Listed Companies (excluding foreign Companies)	Nil
Listed entities from which the Director has resigned from Directorship in the past three years	Nil
Memberships / Chairmanships of committees of other companies (excluding foreign companies)	Nil
Number of Equity Shares held in the Company (including shareholding as a beneficial owner)	None
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None