

UNITED SPIRITS LIMITED

Registered Office: 'UB Tower', #24, Vittal Mallya Road, Bengaluru, Karnataka, India - 560 001
 Tel: 080-2221 0705; Fax: 080-22245253; Corporate Identity Number: L01551KA1999PLC024991
 Website: www.diageoindia.com | e-mail: investor.india@diageo.com

Notice

Notice is hereby given that the twenty-fifth Annual General Meeting ("AGM") of the Members of United Spirits Limited ("the Company"/ "USL") will be held on Wednesday, 31st July 2024 at 3.30 pm (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2024 and the reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2024 and the report of the Auditors thereon.
3. To appoint a Director in place of Mr. Pradeep Jain (DIN: 02110401) who retires by rotation and being eligible, offers himself for re-appointment.
4. To declare a final dividend of ₹ 5/- per equity share for the financial year ended 31st March 2024.

SPECIAL BUSINESS

5. **Ratification of remuneration payable to Cost Auditor of the Company for the Financial Year 2024-25.**

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

"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the remuneration payable to M/s. Rao, Murthy & Associates, Cost Accountants, having Firm Registration Number 000065, appointed by the Board of Directors of the Company on the recommendation of the Audit Committee as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year 2024-25 amounting to ₹ 200,000 (Rupees Two Lakhs only) in addition to applicable taxes and out of pocket expenses incurred in connection with the audit, be and is hereby ratified.

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

6. **Payment of commission to Independent Directors and Non-Executive Directors.**

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

"RESOLVED THAT pursuant to the provisions of sections 149(9), 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder and Regulation 17 of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded for payment of remuneration for each financial year to the Non-Executive Directors of the Company appointed from time to time, in the form of commission, in addition to the sitting fees and reimbursement of expenses for participation in the Board and other meetings, as the Board of Directors may from time to time, determine subject to the aggregate remuneration not exceeding 1% of the net profits of the Company in any financial year (computed in the manner provided in section 198 of the Act) or in aggregate not exceeding ₹ 4,00,00,000 (Rupees four crore only), whichever is less and that this resolution shall remain in force for a period not exceeding three financial years commencing from April 1, 2025 (for the financial years 2025-26, 2026-27 and 2027-28)."

7. **Approval of material Related Party Transactions**

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

"RESOLVED THAT pursuant to section 188 of the Companies Act, 2013 ('the Act') and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, to the extent applicable, (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force), the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), read with the Company's 'Policy on Related Party Transactions' and as approved by Board of Directors on the recommendation of the Audit Committee, approval of the Members of the Company be and is hereby accorded for continuing with Material Related Party Transactions/contracts/ arrangements/agreements by United Spirits Limited ("USL" or

Notice (Continued)

“Company”) with Diageo Brands B. V. Netherlands (“DBBV”), a Related Party within the meaning of section 2(76) of the Act, and Regulation 2(1)(zb) of the Listing Regulations for the financial year 2024-25, individually and/or in aggregate upto an amount of ₹ 1266 crore (Rupees one thousand two hundred sixty six crore only) provided however, that the said contracts/ arrangements/ transactions shall be carried out on an arm’s length basis and in the ordinary course of business of the Company in the nature of:

- a) Approval for procuring BIO (Bottled in Origin brands) for distribution in India Market.
- b) Approval for procuring bulk scotch for (manufacturing/ bottling) Diageo Brands in India (Bottled in India or BII brands)
- c) Approval for import of bulk scotch for manufacturing Company’s brands
- d) Availing/rendering of any kind of service(s), or any other transaction(s) for transfer of resources, services or obligations and other reimbursements or recoveries (‘Residual RPTs’).

Collectively (“RPTs”) on such terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the Company and DBBV.

RESOLVED FURTHER THAT the Board of Directors of the Company (‘the Board’, which term shall be deemed to include the Audit Committee) be and is hereby authorised to perform and execute all such acts, deeds, matters and things, including delegation of all or any of the powers conferred herein, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto, and also to settle any issue, question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further consent / approval of the Members.”

8. Approval of remuneration payable to Ms. Hina Nagarajan (DIN: 00048506), Managing Director and Chief Executive Officer of the Company for a period of two years.

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), 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), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or reenactment thereof, pursuant to the Articles of Association of the Company and as approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, Ms. Hina Nagarajan (DIN: 00048506) be paid the below mentioned remuneration for the remaining tenure from 1st July 2024 to 30th June 2026 :

| Compensation Plan | Amount in ₹ (Per Annum) |
|---|-------------------------|
| Basic Salary | 3,48,53,913 |
| Basket of Allowances (BOA) | 3,27,38,726 |
| Total Base (Basic+BOA) | 6,75,92,639 |
| Company’s contribution to Provident Fund | 41,82,470 |
| Target Annual Incentive Plan (Target AIP) | 2,78,83,130 |
| Target cost to Company (CTC) per annum | 9,96,58,239 |

RESOLVED FURTHER THAT the maximum Annual Incentive Plan (AIP) payable would be 200% of Target AIP depending on the performance of Ms. Hina Nagarajan as may be recommended by the Nomination and Remuneration Committee and approved by the Board.

RESOLVED FURTHER THAT aforesaid remuneration (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 the 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) will be within the overall limit of ₹ 35 crore per annum.

RESOLVED FURTHER THAT Ms. Hina Nagarajan shall also be entitled to group term & group personal accidental insurance coverage up to a sum of ₹ 24 crore and ₹ 6 crore respectively and that she be entitled to a group medical insurance coverage for self, spouse and dependants up to a sum of ₹ 5 lakhs per annum and that premium in relation to both the aforesaid insurance coverage be either paid/borne by the Company/reimbursed to her.

Notice (Continued)

RESOLVED FURTHER THAT in absence or inadequacy of profits in any financial year, the remuneration including the perquisites will be paid in accordance with the applicable provisions of Schedule V of the Act.

RESOLVED FURTHER THAT Ms. Hina Nagarajan shall also be entitled to gratuity as per the policy of the Company and all other benefits/allowances, travel, telephone, club membership(s), and other reimbursement entitlements as per her grade in accordance with the policy of the Company (as may be modified from time to time).

RESOLVED FURTHER THAT Ms. Hina Nagarajan shall also be entitled to the annual grant of Diageo Performance Shares Plan (PSP), Diageo Senior Executive Share Option Plan (SESOP), Stock Appreciation Rights (SARs) of the Company or other Long Term Incentive plans, 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 and Remuneration Committee, subject to the overall limit on remuneration specified herein.

RESOLVED FURTHER THAT all unvested long term instruments upon determination of her term as Managing Director and Chief Executive Officer shall be dealt with appropriately based on approval of the Board of Directors (upon recommendation of the Nomination and Remuneration Committee) so long as same does not exceed ₹ 20 crore.

RESOLVED FURTHER THAT the other terms of appointment remain the same as approved by the shareholders at their meeting held on 26th August 2021 and/or 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.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company."

9. Appointment of Ms. Amrita Gangotra (DIN: 08333492) 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, 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) and the Articles of Association of the Company, Ms. Amrita Gangotra (DIN: 08333492), who is appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as a Non-Executive, Independent Director with effect from 1st September 2024 and who is eligible for appointment as an Independent Director and who meets the criteria for independence under section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations 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 an Independent Director of the Company for a period of five years, effective from 1st September 2024 till 31st August 2029, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company 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

Mital Sanghvi
Company Secretary

Place : Mumbai
Date : 24th May 2024

Notice (Continued)

Notes:

1. Ministry of Corporate Affairs (MCA) vide General Circular No. 09/2023 dated 25th September 2023 and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 (hereinafter collectively referred to as 'Circulars') permitted companies to hold Annual General Meeting ('AGM') through video conference ("VC") or other audio visual means ("OAVM"), without physical presence of Members at a common venue. Accordingly, the AGM of the Company will be held through VC/OAVM. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Circulars, the 25th AGM of the Company is scheduled to be held through VC / OAVM on Wednesday, 31st July 2024 at 3:30 P.M. (IST). The deemed venue for the AGM will be the registered office of the Company.
2. In compliance with the aforesaid Circulars, Notice of AGM along with the Annual Report 2023-24 is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.diageoindia.com, websites of Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
3. Explanatory statement, pursuant to section 102 of the Act, setting out material facts concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. Relevant details, pursuant to Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") are also annexed.
4. The Circulars waived the requirement of permitting the Members to appoint proxies to attend and vote on his/her behalf, as the AGM is being held through VC/OAVM. Accordingly, the facility for appointment of proxies by the Members will not be available. However, in pursuance of section 112 and section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. The Proxy Form, Attendance Slip and route map are not annexed to this Notice.
5. Institutional shareholders/corporate shareholders intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of Board resolution/authorization letter to the Scrutinizer by email at sudhir.compsec@gmail.com or to the Company at investor.india@diageo.com or upload on the VC / e-voting portal.
6. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
7. Members are required to update their email addresses, if any, with the Company's Registrars and Share Transfer Agents (RTA) viz., Integrated Registry Management Services Private Limited (IRMSPL) at #30, Ramana Residency, 4th Cross, Sampige Road, Bengaluru - 560 003 (Telephone No. 080 23460815-818 Fax No. 08023460819), in case of shares held in physical form and to the respective Depository Participants ('DP'), in case of shares held in dematerialized/ electronic form, so that all notices and other statutory documents which are required to be sent to the members, as per the provisions of the Act or Listing Regulations, can be sent to their email addresses.
8. Members holding shares in physical form, holding in the same name or same order of names under different ledger folios are requested to apply for consolidation of such folios, to the Company's RTA. Members may address all their documents/ correspondence relating to the equity shares of the Company directly to the Company's RTA.
9. The Board of Directors of the Company at their meeting held on 24th May 2024 have, *inter alia*, approved and recommended payment of final dividend of ₹ 5 (Rupees five only) per equity share of face value of ₹ 2 (Rupees two only) each for the financial year ended 31st March 2024 ('final dividend'), subject to approval of the Members at the ensuing AGM.
10. Final dividend for the financial year ended 31st March 2024, if approved by the Members at the ensuing AGM, will be paid on or after 6th August 2024, to those Members whose names appear on the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the record date i.e. Friday, 12th July 2024.
11. Members holding shares in physical/demat form are hereby informed that the bank particulars registered with RTA or their respective DP, as the case may be, will be considered by the Company for payment of final dividend.

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13. As per the Income-tax Act, 1961, dividends paid or distributed by the Company after 1st April, 2020, shall be taxable at the hands of the shareholders and the Company shall be required to deduct tax at source ("TDS") at the prescribed rates from the dividend to be paid to the shareholders, subject to requisite approvals. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof.
- A separate email communication was sent to the members on wednesday, 19th June 2024, informing the relevant procedure to be adopted by them/documents to be submitted for availing the applicable tax rate.
 - The resident and non-resident shareholders upload duly filled and signed aforesaid documents, as applicable, only on the weblink of RTA i.e., <https://www.integratedregistry.in/TaxExemptionRegistration.aspx> on or before Monday, 15th July 2024, 06.00 PM (IST), to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Further Members may note that tax determination/deduction received post 15th July 2024, 6.00 pm(IST) shall not be considered for payment of dividend. For any queries Members can write to bglsta@integratedindia.in.
 - Members are requested to note that in case tax on said Dividend is deducted at a higher rate due to non-receipt of or satisfactory completeness of the afore-mentioned details/documents by Monday, 15th July 2024 the Members may claim an appropriate refund in the return of income filed with their respective tax authorities.
 - Members are requested to ensure that their PAN, choice of nomination, contact details, including mobile number, email ID, bank account details, mobile number, and residential status of their demat accounts are updated with Depository Participant ("DP"), in order to receive communications from the Company and any benefits arising out of corporate action in a timely manner. Any change in aforesaid details is required to be updated directly with your DP only.
 - Members may note that as per Securities and Exchange Board of India (SEBI), vide its circular dated 3rd November 2021 (subsequently amended circulars dated 14th December 2021, 16th March 2023, 17th November 2023 and 10th June 2024) had informed that shareholders holding securities in physical mode, whose folio/s are not updated with PAN (or) Contact Details (or) Mobile Number (or) Bank Account Details (or) Specimen Signature, with the Company/Registrar and Transfer Agent (RTA), shall not be eligible for any payment including Dividend / Interest / Redemption etc., in respect of such folios, with effect from 1st April 2024. The dividend will be paid only through electronic mode upon updation of all the aforesaid details. Member may submit duly filled prescribed forms by sending email from your registered email ID to bglsta@integratedindia.in and by sending a physical copy of the duly filled and signed prescribed forms by the registered holders with the Company/RTA at No. 30, Ramana Residency, 4th Cross, Sampige Road Malleswaram, Bangalore - 560003. You can find prescribed forms on Company's website: <https://www.diageoindia.com/en/investors/shareholder-centre/downloads>
14. Members are requested to note that dividends, if not encashed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all shares in respect of which dividend has remained unclaimed for seven consecutive years from the date of transfer to unpaid dividend account shall be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at <https://www.diageoindia.com/en/investors/shareholder-centre/downloads>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
16. As mentioned above, the Company's equity shares are under compulsory dematerialisation. Accordingly, trading of these shares through the stock exchanges would be facilitated if the share certificates are dematerialised. Members with physical share certificates are advised to consider opening a demat account with an authorised DP and arrange for dematerializing their shareholdings in the Company. Members may please note that effective 1st April 2019 transfer of shares are not permitted through

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- physical mode pursuant to SEBI notification dated 8th June 2018.
17. As per the provisions of section 72 of the Act and SEBI Circular, the facility for making nomination is available for Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.diageoindia.com/en/investors/shareholder-centre/downloads>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
 18. All Unclaimed Dividend for the period from 1st April 1999 to 31st March 2013, required to be transferred to the Investor Education and Protection Fund ("Fund") in terms of the provisions of the Companies Act, 1956 and the Companies Act, 2013, were transferred to the Fund. The Company has not declared any dividend from financial year 2013-14 till financial year 2022-23. The Company has declared interim dividend and the Board has recommended final dividend for financial year 2023-24.
 19. Members may note that the Unclaimed Dividend which are transferred to the Fund can be claimed only by submitting an application in form IEPF-5 to the Ministry of Corporate Affairs ('MCA') available on website www.iepf.gov.in. Details of unclaimed dividend have been uploaded on the Company's website www.diageoindia.com.
 20. The Members are requested to email their grievances for redressal at bglsta@integratedindia.in or investor.india@diageo.com.
 21. In compliance with the provisions of section 108 of the Act and Rule 20 of the Companies (Management and Administrations) Rules, 2014, the Company is pleased to provide to Members with a facility to exercise their right to vote at the 25th AGM by electronic means and the votes may be cast through electronic voting ('e-voting') services provided by Central Depository Services (India) Limited ['CDSL'].
 22. Facility for e-voting shall also be made available during the meeting and Members attending the meeting through video conference, who have not cast their vote by remote e-voting can exercise their vote during the meeting.
 23. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 24. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing user ID and password for casting the vote.
- 25. The instructions for shareholders voting electronically are as under:**
- In compliance with the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice.
- The remote e-voting period begins on Saturday, 27th July 2024 at 9.00 a.m. (IST) and ends on Tuesday, 30th July 2024 at 5.00 p.m. (IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Wednesday, 24th July 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Notice of AGM is also disseminated on the website of CDSL at www.evotingindia.com.
- 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.

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:

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| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> <li data-bbox="514 348 1410 478">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. <li data-bbox="514 511 1410 693">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. <li data-bbox="514 727 1410 776">3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration. <li data-bbox="514 809 1410 987">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"> <li data-bbox="514 1001 1410 1266">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.nsd.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. <li data-bbox="514 1299 1410 1373">2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="514 1407 1410 1669">3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. |

Notice (Continued)

| Type of shareholders | Login Method |
|--|---|
| 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

- (ii) 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@cdsl.com or contact at toll free no. 1800 22 55 33. |
| 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 : 022 - 4886 7000 and 022 - 2499 7000 |

- ii. 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 Shareholders holding shares in Demat Form and Physical form. | |
|--|--|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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. |

Notice (Continued)

- iii. After entering these details appropriately, click on "SUBMIT" tab.
 - iv. 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.
 - v. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - vi. Click on the EVSN for the Company.
 - vii. (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.
 - viii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - ix. 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.
 - x. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - xii. 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.
 - xiii. There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
 - xiv. 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, 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 mandatorily 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 (designated email address by company) , 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 - Kindly provide necessary details like Folio No., Name of shareholder, scanned copy of share certificate (front and back), self-attested copies of PAN and Aadhar by email to Company/RTA email ID.
 2. For Demat shareholders - kindly update your email ID & mobile no. with your respective Depository Participant (DP).
 3. For Individual Demat shareholders - kindly update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

Notice (Continued)

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 toll free no. 1800 22 55 33.

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 1800 22 55 33.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/iPads for better experience.
5. Further, shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Kindly note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 days prior to meeting** mentioning their name, demat account number/folio number, email ID, mobile number at investor.india@diageo.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email ID, mobile number at investor.india@diageo.com. These queries shall be responded appropriately by the Company in due course.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. Mr. Sudhir V. Hulyalkar, Company Secretary in Practice (CP - 6137); Address: 4th Floor, Prabhas Complex #27/1, S. Kariyappa Road, Basavanagudi, Bengaluru - 560 004 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
12. The Scrutinizer shall, not later than two working days after the conclusion of the AGM make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairperson or a person authorized by him and the Company shall declare the results of the voting forthwith.
13. The results declared along with the Scrutinizer's Report will be placed on the Company's website www.diageoindia.com and on stock exchanges' website, The National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com, immediately after the result is declared by the Chairperson or any person authorised by the Company and communicated to the concerned stock exchanges.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice upto the date of AGM, i.e. 31st July 2024. Members seeking to inspect such documents may send an email to investor.india@diageo.com.

Notice (Continued)

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 : Ratification of remuneration payable to Cost Auditor of the Company for the Financial Year 2024-25.

The Board of Directors, upon the recommendation of the Audit Committee, approved the appointment of M/s. Rao, Murthy & Associates, Cost Accountants having Firm Registration Number 000065, as Cost Auditors of the Company for conducting the audit of cost records of the Company, for the Financial Year 2024-25, at a remuneration of ₹ 2,00,000 (Rupees Two Lakhs only) in addition to applicable taxes and reimbursement of out of pocket expenses.

Pursuant to section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the cost auditors of the Company. Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item No. 5 of the Notice.

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

The Board of Directors recommends the resolution as set out in Item No. 5 of the Notice for approval of the Members as an ordinary resolution.

Item No. 6 : Payment of commission to Independent Directors and Non-Executive Directors.

The Members at their 23rd Annual General Meeting held on 9th August 2022 approved payment of remuneration by way of commission to the Non-Executive Directors of the Company, not exceeding 1% of the net profits of the Company in any financial year (computed in the manner provided in section 198 of the Companies Act, 2013) or in aggregate not exceeding ₹ 4,00,00,000 (Rupees four crore only), whichever is less, for a period of three years from 1st April, 2022 to 31st March, 2025.

The Nomination and Remuneration Committee and the Board of Directors of the Company ('the Board') are of the view that Non-Executive Directors devote their valuable time and have experience to give critical advice to the Company. Accordingly, upon recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 24th May 2024 has recommended for approval of Members, payment of remuneration including profit related commission, by whatever name called, to the Non-Executive Directors of the Company, in line with the current

trends for a period not exceeding three years with effect from 1st April 2025, lower of one percent of the net profits of the Company or aggregate Rupees four crore, for each financial year, as set out in the Resolution. Further, the Members may kindly note that the Company has not been paying any remuneration to the Non-Independent Non-Executive Directors.

None of the Directors or Key Managerial Personnel and their relatives (except Non-Executive Independent Directors), are concerned or interested (financially or otherwise) in this Resolution.

The Board of Directors recommends the resolution as set out in Item No. 6 of the Notice for approval of the Members as an ordinary resolution.

Item no. 7 : Approval of material Related Party Transactions

As per the provisions of section 188 of the Companies Act, 2013 ('the Act'), transactions with related parties which are undertaken on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, with effect from 1st April 2022, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), mandates prior approval of the shareholders through an ordinary resolution for all 'material' related party transactions. For this purpose, a transaction with a Related Party shall be considered 'material', if such transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed ₹ 1000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower. The Company had sought approval of the shareholders for transactions with Diageo Brands B.V. Netherlands ('DBBV') for Financial Year ('FY') 2023-24 in the Annual General Meeting (AGM) 2023 for an aggregate amount not exceeding ₹1500 crore (Rupees one thousand five hundred crore only). During the FY 2023-24, the aggregate amount of the transactions against the aforesaid approval were ₹ 843.73 crore. For the FY 2023-24, the Company had sought shareholders' approval for ₹ 1500 crore in anticipation of robust demand for Bottled in India (BII) and Bottled in Origin (BIO) brands in India. However, the Company has optimized the inventory holding level in terms of BII as well as BIO brands which led to significantly lower level of procurement of finished goods and bulk scotch from DBBV. In this process, it bolstered the Company's efforts in savings of working capital. The Company based on the current demand trend has re-assessed the demand for FY 2024-25. The transactions with DBBV for FY 2024-25 are expected to cross the materiality threshold of ₹ 1000 crore and hence proposal to seek approval from the shareholders for ₹ 1266 crore is being placed before the shareholders.

Notice (Continued)

Detailed Background:

The Company and DBBV are step-down subsidiaries of Diageo plc, a global leader in beverage alcohol with an outstanding collection of brands. Over the last 8 years, the Company's arrangements with DBBV have contributed to its premiumisation journey and in the process, has improved the overall profitability of the Company.

The following categories of arrangements/transactions with DBBV are being placed before Members for their approval:

a. Approval for procuring BIO (Bottled in Origin Brands) for distribution in India Market:

Pursuant to approval of shareholders obtained on 9th January 2015, Company had entered into distribution agreement with various Diageo entities viz. - (1) Diageo Scotland Limited; (2) Diageo Brands B.V.; (3) Diageo North America Inc.; (4) Justerini & Brooks Limited; (5) R & A Bailey & Co.; (6) Diageo Chateau & Estates Wine Company; and (7) Diageo Ireland. This is for distribution of Diageo's Bottled In Origin (BIO) products such as Johnnie Walker, Tanqueray, Baileys, Talisker, Singleton and other products. These are finished products, majority of which are distilled, matured and bottled in Scotland. Though agreement was executed with abovementioned seven entities, import documentation and invoicing are routed through DBBV as it acts as a trade service provider to all Diageo entities for intercompany BIO procurements. This is practiced for simplification of process and providing one face to the buying entity. The arrangement covers both existing and future BIO brands. Company is also entitled to return/re-export these BIO products to DBBV in the event of any business exigencies. The BIO portfolio of Diageo's products enjoys immense brand equity worldwide including India with a rich legacy built over decades. The intellectual property over these products is owned by Diageo group and Company has the exclusive right to distribute the same in India.

Arm's length basis

In accordance with globally applicable transfer pricing principles, the Company earns an arm's length operating margin (Earnings Before Interest and Taxes or EBIT) from this arrangement. A periodic true up mechanism has been put in place to ensure adherence to the above pricing principles. Hence, this arrangement is on an arm's length basis.

Ordinary course of business

The following factors were considered in concluding that the above RPT is in the ordinary course of business of the Company:

1. The transaction is covered in the objects clause of the Memorandum of Association (MOA) of the Company.
2. The transaction is in furtherance of the business of the Company.
3. The transaction is normal / routine for the Company's business.
4. The transaction is repetitive / frequent.
5. The Company has historically been undertaking this transaction with DBBV from 2015 and the shareholder approval is being sought now since the value exceeds ₹ 1000 Crores (i.e. this is a Material RPT).
6. The income pursuant to this RPT is considered as business income of the Company in its books of accounts.
7. Such transactions are common in the industry in which the Company operates.

b. Approval for procuring Bulk scotch for manufacturing Diageo Brands in India – Bottled in India (BII) brands

Pursuant to approval of shareholders obtained on 9th January 2015, Company has been distributing Diageo's Bottled In India (BII) brands such as VAT 69, Black & White and other products. As part of this arrangement, DBBV supplies bulk scotch to the Company who in turn bottles the same in India at its own/ third party's manufacturing facility. The arrangement covers both existing and future BII brands. The BII portfolio of Diageo's products enjoys immense brand equity worldwide including India with a rich legacy built over decades. The intellectual property over these products is owned by Diageo group and Company's responsibility include bottling and distributing these products on an exclusive products.

Arm's length basis

In accordance with globally applicable transfer pricing principles, Company earns an arm's length operating margin (Earnings Before Interest and Taxes or EBIT) from this arrangement. A periodic true up mechanism has been put in place to ensure adherence to the above pricing principles. Hence, this arrangement is on an arm's length basis.

Ordinary course of business

The following factors were considered in concluding that the above RPT is in the ordinary course of business of the Company:

1. The transaction is covered in the objects clause of the MOA of the Company.
2. The transaction is in furtherance of the business of the Company.

Notice (Continued)

3. The transaction is normal / routine for the Company's business.
4. The transaction is repetitive / frequent.
5. The Company has historically been undertaking this transaction with DBBV from 2015 and the shareholder approval is being sought now since the value exceeds ₹ 1000 Crores (i.e. this is a Material RPT).
6. The income pursuant to this RPT is considered as business income of the Company in its books of account.
7. Such transactions are common in the industry in which the Company operates.

c. Approval for Import of Bulk Scotch for manufacturing USL brands

Company also manufactures and markets its own scotch whisky in India. These brands include Black Dog, a premium whisky with a high brand recall in India. As per the industry convention, a scotch needs to be matured for a minimum period of 3 years in Scotland. Accordingly, in 2017, Company had approved for procurement of bulk scotch from Diageo Scotland Limited for using in blends of prestige and above segment whisky portfolio. Though agreement was executed with Diageo Scotland Limited, import documentation and invoicing are routed through DBBV as it acts as a trade service provider to all Diageo entities for intercompany bulk procurements. This is practiced for simplification of process and providing one face to the buying entity. Diageo as a global leader in scotch is able to provide supply security to the Company. The intellectual property over these products is owned by the Company.

Arm's length basis

In accordance with globally applicable transfer pricing principles, DBBV sells the bulk scotch to Company at arm's length price. A periodic true up mechanism has been put in place to ensure adherence to the above pricing principles. Hence, this arrangement is on an arm's length basis.

Ordinary course of business

The following factors were considered in concluding that the above RPT is in the ordinary course of business of the Company:

1. The transaction is covered in the objects clause of the MOA of the Company.
2. The transaction is in furtherance of the business of the Company.
3. The transaction is normal / routine for the Company's business.

d. Availing/rendering of any kind of service(s), or any other transaction(s) for transfer of resources, services or obligations and other reimbursements ('Residual RPTs').

In addition to the above and as is the common practice within a multinational group, Company could either avail of services from / render services to DBBV (or party to a number of intercompany service transactions).

The key service transaction categories include:

1. reimbursement/recovery of expenses including for the following-
 - i. additional clearance cost or delivery/handling charges in respect of procurement
 - ii. demurrage or detention charges of material
 - iii. additional shipping cost or any other freight component
 - iv. additional cost of rework due to improper stacking, packaging or loading
 - v. pertaining to availing/rendering service from registered global vendors of Diageo group, business shared services etc.
 - vi. other general cost (e.g. travel, award, rent, electricity, other facility cost etc.).
2. information system support services,
3. share scheme cost recharges,
4. international assignee cost recharges,
5. management or consultancy service
6. regional functions support and services, global procurement services,
7. other back-office support service

As part of its routine business operations, The Company may undertake either of these transactions with DBBV. These transactions are largely initiated based on the business requirements. Such arrangements help to realize economies

Notice (Continued)

of scale, cost savings, talent development etc. for constituents of a multinational group. Aggregate of all transactions in this category are expected to be within a sum of ₹ 19 crore.

Arm's length basis

In accordance with global transfer pricing policy, the service provider shall bill the service recipient the cost incurred for the service plus an arm's length mark-up, wherever applicable.

Ordinary course of business

Rendering of / availing aforesaid services from companies forming part of the same group is a common practice followed by multinationals. Such transactions are in furtherance of the business of the Company and are normal/routine for the Company's business. Company has been historically undertaking such transactions with DBBV. Hence, the arrangement is in the ordinary course of business.

Benefit to the Company from these RPTs

The quantum of the benefits realised by the Company from these RPTs is subject to multiple factors including market conditions, demand and supply, structural shifts in the Indian alcohol industry, seasonal variations and other external conditions. Distribution by the Company in India of such premium brands owned by Diageo has positively contributed to the premiumisation journey of the Company in line with the evolving Indian market's strategic shift towards premium products. Such distribution has also contributed to absorption of fixed costs incurred by the Company by realising synergies including in areas of manufacturing, marketing, distribution, overheads etc. Further, these arrangements enable the Company to enhance its overall return on Invested Capital (ROIC) and an increase in Earnings Before Interest, Depreciation and Amortisation (EBITDA) per case.

In view of the compelling business rationale, Independent directors are of the view that these RPTs are in the best interest of the Company.

The pricing arrangements between DBBV and the Company for the related party transactions are governed by internationally accepted transfer pricing methodology and are subject to regulatory scrutiny by tax authorities of both entities. The transactions have been confirmed as being undertaken at arm's length by independent professionals and do not yield any undue benefit to either party.

The terms and conditions of the proposed RPTs are not unfavourable to the Company, when compared to the terms and conditions of similar transactions, entered into between two unrelated parties.

Given the above factors, the RPTs would benefit the Company as a whole and its shareholders (including the minority shareholders) and there is no incremental benefit to the controlling shareholder or any other specific shareholder of the Company.

Mechanism

The actual export/dispatch of BIO, BII and bulk scotch is undertaken by Diageo Scotland Limited which acts as a Consignor since the products are manufactured in Scotland. Import documentation and invoicing for the above is done by DBBV which acts as a Seller to the Company (Consignee).

Historical approval of shareholders

The Shareholders of the Company had approved the agreement on 9th January 2015 between the Company and DBBV for the manufacture and distribution of Bottled in India (bulk) products under licence from DBBV in India and the distribution agreement with, inter alia, Diageo Brands B.V., Diageo North America, Inc. and Diageo Scotland Limited for the distribution of bottled in origin products (manufactured by or on behalf of the relevant Diageo brand owner company) in India. The Company had sought approval of the shareholders for transactions with DBBV for FY 2023-24 for an aggregate amount not exceeding ₹ 1500 crore (Rupees one thousand five hundred crore only). During the FY 2023-24, the aggregate amount of the transactions was ₹ 843.73 crore. Approval of the shareholders is now being sought since the value of transactions with DBBV are expected to exceed ₹ 1000 crore during the financial year 2024-25.

Other related party transactions with Diageo group

In addition to the above RPTs, as a good corporate governance practice, Members are being informed that the Company also undertakes other related party transactions with Diageo group entities. All such arrangements are undertaken on an arm's length basis and in the ordinary course of business. Since such transactions are not likely to exceed the relevant thresholds, no separate approval of Members is being sought. The aggregate value of such transactions did not exceed ₹ 90 crore during financial year 2023-24.

The value of RPTs with DBBV for the period commencing from 1st April 2024 till the date of this Notice has not exceeded the threshold of ₹ 1000 crore and the Company will ensure that the same does not exceed the said threshold upto the date of the 25th AGM, i.e. 31st July 2024.

The RPTs carried out with DBBV will be placed before the Audit Committee on a quarterly basis for noting.

Notice (Continued)

Process for dealing with related party transactions

The Company has in place a structured process for approvals with respect to RPTs. As per the process, necessary details of the related party transactions (irrespective of the materiality threshold) along with justifications are provided to the Audit Committee which enables it to arrive at the right decision.

The Audit Committee, after reviewing necessary information provided in the below table, has granted its approval for the above mentioned RPTs. It has noted that the said RPTs are on an arm's length basis and have been undertaken in the ordinary course of business.

The relevant information as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI circular vide . . SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023 is given below:

| Sr. No. | Particulars | Details |
|---------|---|--|
| 1 | Name of the Related Party | Diageo Brands B. V., Netherlands (DBBV) |
| 2 | Nature of Relationship with the Company, including nature of its concern or interest (financial or otherwise) | Fellow Subsidiary Diageo Relay B.V. holds 55.88% in the Company and does not hold any shares in DBBV. However, Diageo plc is the ultimate holding company of DBBV and the Company. |
| 3 | Name of the director or key managerial personnel who is related, if any | Not applicable |
| 4 | Type, material terms and particulars of the proposed transaction | <p>I) BIO The Company will import and distribute, inter alia, the BIO following products within India (not limited to brands listed here) (a) Johnnie Walker and related variants; (b) J&B (c) Ciroc (d) Baileys (e) Lagavulin (f) Tanqueray (g) Talisker etc.</p> <p>The Company will abide by the confidentiality, non-compete and protection of intellectual property obligations.</p> <p>All invoices are denominated in Indian Rupees (and hence there is no foreign exchange exposure risk to the Company) with payment term of 120 days.</p> <p>II) BII (for manufacturing Diageo Brands): The Company will manufacture and distribute the following products within India: (a) VAT 69; (b) Black & White;</p> <p>The Company will abide by the confidentiality, non-compete and protection of intellectual property obligations.</p> <p>All invoices are denominated in Indian Rupees (and hence there is no foreign exchange exposure risk to the Company) with payment term of 120 days.</p> <p>III) Bulk Scotch (for manufacturing USL brands):</p> <p>(i) USL shall obtain all necessary licenses or other requisite documents and shall pay all applicable customs, duties and taxes to purchase and import the Spirit.</p> <p>(ii) Risk of damage to or loss of the Spirit shall pass to USL when such Spirit has been delivered in accordance with the agreement.</p> <p>(iii) USL shall pay the full invoice amount as per payment term of 120 days.</p> |

Notice (Continued)

| Sr. No. | Particulars | Details |
|---------|--|---|
| | | IV) Rendering / Availing services <ul style="list-style-type: none"> • reimbursement/recovery of expenses including for the following- <ul style="list-style-type: none"> • additional clearance cost or delivery/handling charges in respect to procurement • demurrage or detention charges of material • additional shipping cost or any other freight component • additional cost of rework due to improper stacking, packaging or loading • pertaining to availing/rendering service from registered global vendors of Diageo group, business shared services, • other general cost (e.g. travel, award, rent, electricity, other facility cost etc.) • information system support services, • share scheme cost recharges, • international assignee cost recharges, • management or consultancy service • regional functions support and services, global procurement services, • other back-office support services. |
| 5 | Tenure of the proposed transaction | Financial Year 2024-25 |
| 6 | Value of the proposed Transaction | ₹ 1266 crores |
| 7 | Any advance paid or received for the contract or arrangement, if any; | Not applicable |
| 8 | Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided); | 4.86% |
| 9 | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPTs on a voluntary basis | 3.99% (for the period July 2022 to June 2023) |

Notice (Continued)

| Sr. No. | Particulars | Details |
|---------|--|---|
| 10 | <p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i. details of the source of funds in connection with the proposed transaction.</p> <p>ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; Not Applicable <p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p> | Not applicable |
| 11 | Justification as to why the RPT is in the interest of the Company | As per rationale provided in para above. |
| 12 | Details about valuation, arm’s length and ordinary course of business | As explained elsewhere in this Explanatory Statement, the RPTs satisfy the arm’s length principle and meet the test of being in the ‘ordinary course of business. |
| 13 | Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction | <p>Company has obtained report from Ernst & Young LLP confirming that the above arrangement satisfies the principle of arm’s length and ordinary course of business.</p> <p>This report is available on the website of the Company at https://media.diageo.com/diageo-corporate-media/media/joihgga4/report-on-rpt-with-dbbv-2024.pdf</p> |
| 14 | Any other information relevant or important for the shareholders to take an informed decision | None |

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the resolution. Diageo Relay B.V. holds 55.88% in the Company and does not hold any shares in DBBV. However, Diageo plc is the ultimate holding company of DBBV and the Company.

The said transaction(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members as an ordinary resolution.

It is pertinent to note that no related party of the Company shall vote to approve this resolution whether the entity is a related party to the particular transaction or not.

The counterparty to this related party transaction is a fellow subsidiary of the Company and not a member who is entitled to vote and hence, there is no conflict. The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 7.

Notice (Continued)

Item no. 8 : Approval of remuneration payable to Ms. Hina Nagarajan (DIN: 00048506), Managing Director and Chief Executive Officer of the Company for a period of two years.

Ms. Hina Nagarajan was appointed as Managing Director and Chief Executive Officer of the Company for a period of five years w.e.f. 1st July 2021 to 30th June 2026. This appointment was approved by the Members of the Company through a special resolution at their 22nd Annual General Meeting held on 26th August 2021. At the time of her initial appointment, the Company's profits were inadequate as per section 198 read with schedule V of the Companies Act, 2013 ('the Act') due to which the Company had sought approval from the shareholders for payment of remuneration for initial period of three years effective 1st July 2021 to 30th June 2024. Accordingly, approval from the shareholders for the remaining tenure of two years effective 1st July 2024 to 30th June 2026. It may be noted that the Company now has adequate profits as per section 198 read with schedule V of the Act.

Ms. Hina Nagarajan is entrusted with substantial powers of management and responsible for the general conduct and management of the business and affairs of the Company subject to the superintendence, control and supervision of the Board of Directors of the Company.

Ms. Nagarajan holds MBA from the Indian Institute of Management, Ahmedabad, a Commerce Honors degree from Delhi University and a Diploma in Hotel Management from Pusa Institute, Delhi, India. She has over 30 years of experience in Consumer-Packaged Goods business and has held several senior marketing and general management positions at Reckitt Benckiser (RB), Nestle India and Mary Kay India. Before joining Diageo, she was Managing Director, China & Senior Vice President, North Asia with RB. She is known for her passion and drive to deliver results, her ability to build strong teams that deliver outstanding outcomes and her strong commitment to Diageo standards and compliance.

Under the leadership of Ms. Nagarajan, the Company has achieved significant progress in Environmental, Social, and Governance (ESG) initiatives. One of the key initiatives driven by Ms. Nagarajan is the normalization of the alco-bev category, addressing the evolving consumer base and the emergence of women as a new consumer cohort. The Company is developing a more inclusive consumption narrative. Additionally, Ms. Nagarajan is championing Inclusion and Diversity in the workplace. Under her leadership, overall diversity of the Company has increased from 7.5% in 2015 to 27% in 2024. As of today, 50% of the Executive Committee and 30% of the senior leadership team in India are women.

The Company's growth has more than doubled in Financial year(FY) 2021 - 2024 compared to FY 2016-2021. The Company is now a debt free company and has wiped out its accumulated losses. It has resumed dividend distribution after a long hiatus, enabled by a successful turnaround resulting in sustained earnings growth

and profitability. Furthermore, the Company's market capitalisation has almost doubled from FY21 levels. As at end of FY24, market capitalisation stood at around ₹ 82,500 crore.

Ms. Nagarajan was recently honoured with several prestigious awards: the Economic Times Corporate Excellence Award for 'Businesswoman of the Year' in 2023, '50 Most Powerful Women in Business' by Fortune India in 2023, 'Most Powerful Women in Business 2023' by Business Today, 'Most Influential Women 2024' by Business World, 'Woman CEO Of The Year 2023' by ET Prime, the 'Icons of Excellence Award' by Forbes India in 2024, and featured in 'The She List' by India Today.

The remuneration paid to Ms. Nagarajan for last three years i.e., in FY 2022, FY 2023 and FY 2024 is ₹ 4,91,20,360, ₹ 11,90,43,225 and ₹ 13,89,31,637 respectively. It may be noted that remuneration paid to Ms. Nagarajan in FY 2022 was for part of the year, effective 1st July 2021.

Further, as approved by the shareholders of the Company in their 22nd Annual General Meeting held on 26th August 2021, the overall limit of remuneration to be paid to Ms. Nagarajan remains unchanged for next two years (1st July 2024 to 30th June 2026) at ₹ 35 crore per annum. The limit of ₹ 35 crore has been stated to inter-alia cover an eventuality of her 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 and any subsequent fixed pay increases. The increase in her fixed pay will be linked to her performance and to ensure that her compensation is benchmarked to employees doing similar roles in the Company's peer group organizations.

It may be noted that SARs and LTIs are granted yearly but are vested after three years. As on the date of expiry of her term she will be holding unvested SARs/LTIs. It is proposed to seek an enabling approval for up to ₹ 20 crore towards appropriate payout on account of the aforesaid instruments subject to the recommendation of the Nomination and Remuneration Committee and approval of the Board.

The Nomination and Remuneration Committee of Directors and the Board of Directors at their meetings held on 23rd May 2024 and 24th May 2024 respectively have considered this proposal and recommended / approved the remuneration proposed to be paid to Ms. Hina Nagarajan, subject to approval of the Members by way of an ordinary resolution.

Except Ms. Hina Nagarajan, and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

Notice (Continued)

Item 9 : Appointment of Ms. Amrita Gangotra (DIN: 08333492) as an Independent Director of the Company.

Pursuant to section 149, 152 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 24th May 2024, based on recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of Members, approved appointment of Ms. Amrita Gangotra (DIN: 08333492) as Non-executive Independent Director of the Company, for a term of five years commencing from 1st September 2024 till 31st August 2029 (both days inclusive) not liable to retire by rotation.

The Company has received the 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 under section 149(7) of the Act and regulation 25(8) of LODR Regulations;
- iii. 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;
- iv. Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company;
- v. A notice in writing by a Member proposing her candidature under section 160(1) of the Act;
- vi. Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs;
- vii. Form MBP-1 - disclosing her interests in other company(ies) in terms of section 184(1) of the Act.

The Board noted that Ms. Amrita Gangotra brings significant experience in Telecommunications, IT services and FMCG sectors which would immensely benefit the Company operating in a highly regulated industry.

Accordingly, the Board on recommendation of Nomination and Remuneration Committee has determined that the appointment of Ms. Amrita Gangotra would bring significant value and professional expertise to the Company.

There is no inter-se relationship between Ms. Amrita Gangotra and any Directors and Key Managerial Personnel of the Company. The terms and conditions of appointment of Ms. Amrita Gangotra are available for inspection by the Members at the Registered Office of the Company during business hours on all working day till the date of Annual General Meeting.

Except Ms. Amrita Gangotra 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 her shareholding, if any.

Brief profile of Ms. Amrita Gangotra:

Ms. Gangotra is a commercially focused and award-winning technology leader with experience gained in India, UK and Europe of using technology to drive business performance and deliver value in the Telecommunications, IT services and FMCG sectors. Ms. Gangotra embarked on an entrepreneurial career journey in 2019 as Founder and Managing Director of ITyukt Digital Solutions which provides consultancy and advisory services in 5G, IoT, AI / ML based digital transformation for Enterprise. Ms. Gangotra has also served at Vodafone UK as a Head of Enterprise Technology and Vodafone Hungary as the Director Technology. Previous to that, Ms. Gangotra worked with Airtel in multiple senior roles wherein she led the technology and innovation. She was also the CIO & GM-ITSM at HCL Comnet and Senior Project Manager at Nestle. Ms. Gangotra started her career as a Research Officer at Allen Bradley and a Sr. System Manager at HCL Ltd. She has been a member of the executive management team at Bharti Airtel and Vodafone Hungary and possesses the experience of mentoring start-ups and technology advisory for PE funds.

She has held key roles in many business-impacting transformation initiatives including revenue-share IT outsourcing deal for Bharti Airtel with IBM, launch of technology platform for Airtel Payment, creating the IT platform for Global Enterprise business at Vodafone, introducing the tools and organization to support the Digital Telco strategy of Vodafone, CWW and Liberty Global M&A integration, 4G network roll out and preparing for 5G introduction.

She is also an independent board member of multiple listed and unlisted companies including Max Healthcare Ltd., Tanla Platforms Ltd, Triveni Turbine Ltd. and India Payment Ltd.

The Board of Directors recommends the resolution as set out in Item No.9 in the Notice for approval of the Members as a Special resolution.

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.

Notice (Continued)

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:

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| Agenda Item | Item - 3 |
| Name of Director | Mr. Pradeep Jain |
| DIN | 02110401 |
| Age | 56 years |
| Date of first appointment on the Board | 1 st February 2023 |
| Expertise in specific functional areas | Finance |
| Experience | 25 years |
| Brief Resume | <p>Mr. Pradeep Jain is an Executive Director and Chief Financial Officer at United Spirits Limited. 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. Pradeep Jain is also leading Diageo India's digital transformation journey and productivity initiatives to achieve greater performance across the business value chain.</p> <p>An experienced Finance professional, Mr. Pradeep Jain has spearheaded several organisation-wide transformation initiatives from sourcing to consumer fulfilment while scaling ESG performance. A problem-solver, Mr. Pradeep Jain 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.</p> <p>Prior to joining Diageo, Mr. Pradeep Jain 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, Mr. Pradeep Jain 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.</p> <p>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.</p> |
| Qualifications | <p>a. Member of Institute of Chartered Accountants of India.</p> <p>b. Bachelor's degree in commerce from the University of Delhi.</p> |
| Terms and conditions of appointment / re-appointment | <p>Appointment as Whole-Time Director designated as "Executive Director and Chief Financial Officer" for a period of five years from 1st February 2023 to 31st January 2028.</p> <p>As per the resolution passed by the shareholders through postal ballot on 20th April 2023, his office of Directorship was liable for retire by rotation. Accordingly, the resolution is being placed before the shareholders to seek approval for appointment as Director.</p> |
| Last Drawn Remuneration Details along with remuneration sought to be paid | <p>Last drawn remuneration is ₹ 4,14,77,045</p> <p>Remuneration will be paid 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 ₹ 10 crore as approved by the shareholders through postal ballot on 20th April 2023.</p> |
| No. of Board meetings attended | Mr. Pradeep Jain attended all 5 Board meetings held in the financial year 2023-24. |

Notice (Continued)

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| Directorship held in other Companies (excluding foreign Companies) | Nil |
| Memberships / Chairpersonships of committees of other companies (excluding foreign companies) | Member: a. United Spirits Limited i. Risk Management Committee Chairperson: Nil |
| Number of Equity Shares held in the Company (including shareholding as a beneficial owner) | Nil |
| Inter-se relationship with other Directors and Key Managerial Personnel of the Company | Not related to any director of the Company |

Notice (Continued)

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| Agenda Item | Item - 9 |
| Name of Director | Ms. Amrita Gangotra |
| DIN | 08333492 |
| Age | 59 years |
| Date of first appointment on the Board | Effective 1 st September 2024 |
| Expertise in specific functional areas | Kindly refer the explanatory statement to the resolution. |
| Experience | 30 years |
| Brief Resume | Kindly refer the explanatory statement to the resolution. |
| Qualifications | <ul style="list-style-type: none"> a. Master of Science, Operational Research, University of Delhi – Gold Medallist b. Bachelor of Science, Mathematics, University of Delhi |
| Terms and conditions of appointment/ re-appointment | Appointment as an Independent Director for a period of five years effective 1 st September 2024 upto 31 st August 2029, not liable to retire by rotation |
| Last Drawn Remuneration Details along with remuneration sought to be paid | Sitting fees shall be paid for attending Board and Committee meetings, if any, where she is member. Commission as determined by the Board of Directors and approved by the shareholders within permissible threshold limits as per the Act. |
| No. of Board meetings attended | Not applicable |
| Directorship held in other Companies (excluding foreign Companies) | <p>Listed Companies</p> <ul style="list-style-type: none"> 1. Triveni Turbine Limited 2. Max Healthcare Institute Limited 3. Tanla Platforms Limited 4. Sterlite Technologies Limited <p>Unlisted Companies</p> <ul style="list-style-type: none"> 1. India1 Payments Limited 2. Valuefirst Digital Media Private Limited 3. Tanla Digital Labs Private Limited 4. Tanla Digital (India) Private Limited 5. Karix Mobile Private Limited |
| Listed entities from which the Director has resigned from Directorship in the past three years | Nil |

Notice (Continued)

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| <p>Memberships / Chairpersonships of committees of other companies (excluding foreign companies)</p> | <p>Member:</p> <ul style="list-style-type: none"> a. Max Healthcare Institute Limited <ul style="list-style-type: none"> i. Audit Committee ii. Risk Management Committee iii. Corporate Social Responsibility Committee b. Tanla Platforms Limited <ul style="list-style-type: none"> i. Audit Committee ii. Nomination and remuneration Committee iii. Stakeholders Relationship Committee c. India1 Payments Limited <ul style="list-style-type: none"> i. Audit Committee ii. Corporate Social Responsibility Committee d. Karix Mobile Private Limited <ul style="list-style-type: none"> i. Nomination and remuneration Committee ii. Corporate Social Responsibility Committee e. Tanla Digital Labs Private Limited <ul style="list-style-type: none"> i. Nomination and remuneration Committee ii. Corporate Social Responsibility Committee f. Valuefirst Digital Media Private Limited <ul style="list-style-type: none"> i. Audit Committee ii. Nomination and Remuneration Committee iii. Corporate Social Responsibility Committee <p>Chairperson:</p> <ul style="list-style-type: none"> a. Max Healthcare Institute Limited <ul style="list-style-type: none"> i. IT Committee b. Tanla Platforms Limited <ul style="list-style-type: none"> i. Risk Management Committee c. India1 Payments Limited <ul style="list-style-type: none"> i. Nomination and remuneration Committee d. Triveni Turbine Limited <ul style="list-style-type: none"> i. Stakeholder’s Relationship Committee ii. Digitisation Committee |
| <p>Number of Equity Shares held in the Company (including shareholding as a beneficial owner)</p> | <p>Nil</p> |
| <p>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</p> | <p>Not related to any director of the Company</p> |