

**DIAGEO**

INDIA

United Spirits Limited

Registered Office:

'UB Tower'

#24, Vittal Mallya Road,

Bengaluru – 560 001

Tel: +91 80 4544 8000

Fax: +91 80 3985 6862

[www.diageoindia.com](http://www.diageoindia.com)

27<sup>th</sup> August 2021

BSE Limited  
Listing Department  
Dalal Street,  
Mumbai 400 001  
Scrip Code: 532432

National Stock Exchange of India Ltd  
Exchange Plaza, C-1 Block G,  
Bandra Kurla Complex,  
Bandra East, Mumbai- 400051  
Scrip Code: MCDOWELL-N

Dear Sirs,

**Sub: Disclosure of voting results of the 22<sup>nd</sup> Annual General Meeting of the Company held on 26<sup>th</sup> August 2021 pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to the requirements of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed the details of the voting results of the 22<sup>nd</sup> Annual General Meeting of the Company held on 26<sup>th</sup> August 2021 along with the Scrutinizer's Report.

This is for your information & records.

Thank you,

for United Spirits Limited

Mital Sanghvi  
Company Secretary

Enclosed as above



Date of the AGM	26 <sup>th</sup> August 2021
Cut-off date	19 <sup>th</sup> August 2021
Total number of shareholders as on cut-off date	1,84,213
<b>No. of shareholders present in the meeting either in person or through proxy</b> a. Promoters and promoter group b. Public	Not Applicable
<b>No. of shareholders attended the meeting through video conferencing</b> a. Promoters and promoter group b. Public	0 83
Agenda-wise disclosure	Detailed below

**Resolution – 1**

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2021 and the Reports of the Directors' and Auditors thereon.

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	412235040	406447245	98.5960	406447245	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	412235040	406447245	98.5960	406447245	0	100.0000	0.0000
Public-Institutions	E-Voting	209319534	160370765	76.6153	159609950	760815	99.5256	0.4744
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	209319534	160370765	76.6153	159609950	760815	99.5256	0.4744
Public- Non Institutions	E-Voting	105084141	18443874	17.5515	18443436	438	99.9976	0.0024
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	105084141	18443874	17.5515	18443436	438	99.9976	0.0024
<b>Total</b>		726638715	585261884	80.5437	584500631	761253	99.8699	0.1301

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	2865258
Public - Non-Institutions	0

**Resolution – 2**

To appoint a Director in place of Mr. John Thomas Kennedy (DIN: 07529946), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	412235040	406447245	98.5960	406447245	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	412235040	406447245	98.5960	406447245	0	100.0000	0.0000
Public-Institutions	E-Voting	209319534	169573694	81.0119	156315561	13258133	92.1815	7.8185
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	209319534	169573694	81.0119	156315561	13258133	92.1815	7.8185
Public- Non Institutions	E-Voting	105084141	18443796	17.5515	18408720	35076	99.8098	0.1902
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	105084141	18443796	17.5515	18408720	35076	99.8098	0.1902
<b>Total</b>		726638715	594464735	81.8102	581171526	13293209	97.7638	2.2362

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	776926
Public - Non Institutions	0

**Resolution – 3**

Re-appointment of Price Waterhouse and Co., Chartered Accountants LLP (FRN304026E/E-300009) as Auditors of the Company.

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	412235040	406447245	98.5960	406447245	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	412235040	406447245	98.5960	406447245	0	100.0000	0.0000
Public-Institutions	E-Voting	209319534	172042515	82.1913	170971177	1071338	99.3773	0.6227
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	209319534	172042515	82.1913	170971177	1071338	99.3773	0.6227
Public- Non Institutions	E-Voting	105084141	18443874	17.5515	18409665	34209	99.8145	0.1855
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	105084141	18443874	17.5515	18409665	34209	99.8145	0.1855
<b>Total</b>		726638715	596933634	82.1500	595828087	1105547	99.8148	0.1852

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	2865258
Public - Non Institutions	0

**Resolution – 4**

Appointment of Ms. Hina Nagarajan as a Director.

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	412235040	406447245	98.5960	406447245	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	412235040	406447245	98.5960	406447245	0	100.0000	0.0000
Public-Institutions	E-Voting	209319534	172042515	82.1913	170893667	1148848	99.3322	0.6678
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	209319534	172042515	82.1913	170893667	1148848	99.3322	0.6678
Public- Non Institutions	E-Voting	105084141	18443874	17.5515	18431094	12780	99.9307	0.0693
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	105084141	18443874	17.5515	18431094	12780	99.9307	0.0693
<b>Total</b>		726638715	596933634	82.1500	595772006	1161628	99.8054	0.1946

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	776926
Public - Non Institutions	0

**Resolution – 5**

Appointment of Ms. Hina Nagarajan as a Managing Director and Chief Executive Officer of the Company for a period of five years and approval of remuneration payable to her for three years.

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	412235040	406447245	98.5960	406447245	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	412235040	406447245	98.5960	406447245	0	100.0000	0.0000
Public-Institutions	E-Voting	209319534	169573694	81.0119	122725908	46847786	72.3732	27.6268
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	209319534	169573694	81.0119	122725908	46847786	72.3732	27.6268
Public- Non Institutions	E-Voting	105084141	18443834	17.5515	18430306	13528	99.9267	0.0733
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	105084141	18443834	17.5515	18430306	13528	99.9267	0.0733
<b>Total</b>		726638715	594464773	81.8102	547603459	46861314	92.1171	7.8829

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	2865258
Public - Non Institutions	0

**Resolution – 6**

Appointment of Mr. Vegulaparanan Kasi Viswanathan as an Independent Director of the Company for the second term.

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	412235040	406447245	98.5960	406447245	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	412235040	406447245	98.5960	406447245	0	100.0000	0.0000
Public-Institutions	E-Voting	209319534	169573694	81.0119	147053983	22519711	86.7198	13.2802
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	209319534	169573694	81.0119	147053983	22519711	86.7198	13.2802
Public- Non Institutions	E-Voting	105084141	18443789	17.5514	18405405	38384	99.7919	0.2081
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	105084141	18443789	17.5514	18405405	38384	99.7919	0.2081
<b>Total</b>		726638715	594464728	81.8102	571906633	22558095	96.2053	3.7947

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	776926
Public - Non Institutions	0



**Resolution – 7**

Continuation of Mr. Mahendra Kumar Sharma as a Director of the Company on completion of 75 years of age.

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	412235040	406447245	98.5960	406447245	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	412235040	406447245	98.5960	406447245	0	100.0000	0.0000
Public-Institutions	E-Voting	209319534	169443632	80.9497	136161456	33282176	80.3580	19.6420
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	209319534	169443632	80.9497	136161456	33282176	80.3580	19.6420
Public- Non Institutions	E-Voting	105084141	18443743	17.5514	18420019	23724	99.8714	0.1286
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	105084141	18443743	17.5514	18420019	23724	99.8714	0.1286
<b>Total</b>		726638715	594334620	81.7923	561028720	33305900	94.3961	5.6039

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	776926
Public - Non Institutions	0

**Resolution – 8**

Payment of Commission to Independent Directors and Non-Executive Directors.

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	412235040	406447245	98.5960	406447245	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	412235040	406447245	98.5960	406447245	0	100.0000	0.0000
Public-Institutions	E-Voting	209319534	158028195	75.4962	94824871	63203324	60.0050	39.9950
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	209319534	158028195	75.4962	94824871	63203324	60.0050	39.9950
Public- Non Institutions	E-Voting	105084141	18443796	17.5515	18398104	45692	99.7523	0.2477
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	105084141	18443796	17.5515	18398104	45692	99.7523	0.2477
<b>Total</b>		726638715	582919236	80.2213	519670220	63249016	89.1496	10.8504

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	776926
Public - Non Institutions	0



**Sudhir V Hulyalkar**  
Company Secretary

To

Date: 27/08/2021

The Chairman,  
Twenty-Second Annual General Meeting of the equity shareholders of  
UNITED SPIRITS LIMITED  
(CIN: L01551KA1999PLC024991)  
Regd. Office: 'UB Tower' # 24, Vittal Mallya Road, Bangalore - 560001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 and e-voting during Twenty Second Annual General Meeting of UNITED SPIRITS LIMITED held on Thursday, August 26, 2021 at 3:30 p.m., through video conferencing ('VC')/other audio visual means ('OAVM').

I, Sudhir V Hulyalkar, Company Secretary in Practice, appointed as the Scrutinizer by the Board of Directors of United Spirits Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the voting by electronic means (e-voting) both remote e-voting and e-voting during meeting in respect of the below mentioned resolutions placed before the shareholders at the Twenty-Second Annual General Meeting of United Spirits Limited held on Thursday, August 26, 2021 at 3:30 p.m., (AGM) through VC / OAVM:

1. The notice of Twenty-Second Annual General Meeting of the Company dated July 29, 2021 were sent to the shareholders in respect of the below mentioned resolutions placed at the AGM, were in compliance with the provisions of the Companies Act 2013 and Rules made thereunder and also read with the relaxations as notified by the circulars issued by the Ministry of corporate Affairs on April 8, 2020, April 13, 2020, May 5, 2020 and also on 13 January 2021 (Collectively referred to as "MCA Circulars) and Circulars dated May 12, 2020 and January 15, 2021 issued by Securities and Exchange Board of India (collectively referred to as "SEBI Circulars").

**Sudhir Vishnupant Hulyalkar**  
Company Secretaries

# 16/8, Ground Floor, 2nd Cross, Gupta Layout, South End Road, Basavanagudi, Bangalore - 560 004  
Phone: 080 26640932; 080-41123587 Mobile : 9844266159 Email : cssudhirvh@gmail.com



2. The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for providing remote e-voting and e-voting during the AGM to the Shareholders.
3. The shareholders of the Company holding shares as on August 19, 2021 (cut-off date) were entitled to vote on the resolutions as contained in the Notice of the AGM.
4. The voting period for remote e-voting commenced on Monday, August 23, 2021 at 10:00 a.m. and ended on Wednesday, August 25, 2021 at 5:00 p.m. and the CDSL e-voting platform was blocked thereafter.
5. The Company had also provided e-voting facility to the shareholders present at the AGM through VC or OAVM, who did not cast their vote earlier through remote e-voting facility, in accordance with the above-mentioned MCA circulars and SEBI Circulars.
6. Immediately after conclusion of facility of e-voting time provided by the Company, in terms of above MCA Circulars, at the AGM, finalization of voting set-up and unblocking of e-voting was made in the presence of two witnesses not in the employment of the company. The details or data of votes casted through e-voting during the AGM and votes casted through remote e-voting were downloaded from the CDSL e-voting system.
7. I have scrutinized and reviewed the remote e-voting and e-voting at the AGM and votes casted therein based on the data downloaded from the CDSL e-voting system and also with the records maintained by the Company's Registrars and Transfer Agents.
8. The votes casted by Institutional and Corporate shareholders without submission of proper authorizations as per instructions mentioned in the Notice of AGM and as required to be submitted under the provisions of the Companies Act, 2013 are considered as invalid.

I now submit my consolidated Report on the result of the remote e-voting and e-voting during the meeting in respect of the Resolutions as below:





**Resolution 1: Ordinary Resolution:**

**To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) for the financial year ended March 31, 2021 and the Report of the Directors and Auditors thereon.**

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
925	58,45,00,631	99.87%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
7	7,61,253	0.13%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
7	28,65,258

**Resolution 2: Ordinary Resolution:**

**To appoint a Director in place of Mr. John Thomas Kennedy (DIN: 07529946) who retires by rotation and being eligible, offers himself for re-appointment.**

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
843	58,11,71,526	97.76%



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
86	1,32,93,209	2.24%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	7,76,926

**Resolution 3: Ordinary Resolution:**

**Re-appointment of Price Waterhouse & Co., Chartered Accountants LLP (FRN304026E/E-300009) as Auditors of the Company.**

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
901	59,58,28,087	99.81%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
33	11,05,547	0.19%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
7	28,65,258



**Resolution 4: Ordinary Resolution:**

**Appointment of Ms. Hina Nagarajan as a Director.**

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
903	59,57,72,006	99.81%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
31	11,61,628	0.19%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	7,76,926

**Resolution 5: Special Resolution:**

**Appointment of Ms. Hina Nagarajan as a Managing Director and Chief Executive Officer of the Company for a period of five years and approval of remuneration payable to her for three years.**

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
655	54,76,03,459	92.12%





(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
273	4,68,61,314	7.88%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
7	28,65,258

**Resolution 6: Special Resolution:**

**Appointment of Mr.Vegulaparanan Kasi Viswanathan as an Independent Director of the Company for the second term.**

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
838	57,19,06,633	96.21%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
87	2,25,58,095	3.79%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	7,76,926





**Resolution 7: Special Resolution:**

**Continuation of Mr. Mahendra Kumar Sharma as a Director of the Company on completion of 75 years of age.**

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
785	56,10,28,720	94.40%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
138	3,33,05,900	5.60%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	7,76,926

**Resolution 8: Special Resolution:**

**Payment of Commission to Independent Directors and Non-Executive Directors.**

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
575	51,96,70,220	89.15%



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
352	6,32,49,016	10.85%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	7,76,926

9. The registers and e-voting downloads and records shall remain in my custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You  
Yours faithfully



Sudhir Vishnupant Hulyalkar  
Company Secretary in Practice  
FCS: 6040 CP No.: 6137  
(Scrutinizer)  
PR: 607/2019  
UDIN: F006040C000840786



Countersigned

For United Spirits Limited

MITAL ARVIND SANGHVI

Mital Sanghvi  
Company Secretary

Digitally signed by  
MITAL ARVIND SANGHVI  
Date: 2021.08.27  
15:26:46 +05'30'