

21st April 2023

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

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

Dear Sirs,

Sub: Result of Postal Ballot by remote e-voting process

Further to our letter dated 21st March 2023 regarding Postal Ballot Notice for seeking approval of the members of the Company in relation to the following resolutions:

S. No	Particulars	Type of Resolution
1.	Appointment of Ms. Mamta Sundara (DIN:05356182) as a Director (Non-Executive, Non-Independent) of the Company.	Ordinary
2.	Appointment of Mr. Pradeep Jain (DIN:02110401) as a Director.	Ordinary
3.	Appointment of Mr. Pradeep Jain (DIN:02110401) as a Whole-time Director designated as “Executive Director and Chief Financial Officer” of the Company.	Special

The remote e-voting period for the Postal Ballot concluded on Thursday, 20th April 2023 at 5:00 p.m (IST) and thereafter, the Scrutinizer, Mr. Sudhir V. Hulyalkar, Company Secretary in Practice, submitted the report on the voting results.

In this regard, please find enclosed the following:

1. Voting results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. Report of the Scrutinizer dated 21st April 2023

Based on the Scrutinizer’s Report, we wish to inform you that the aforesaid resolutions have been passed by the Members with requisite majority and are deemed to have been passed on Thursday, 20th April 2023, being the last date specified by the Company for the remote e-voting process.



Continuation Sheet . . .

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INDIA

United Spirits Limited

The voting results and the Scrutinizer's Report are being uploaded on the Company's website www.diageoindia.com and website of Central Depository Services (India) Limited www.evotingindia.com

This is for your information and record.

Thank you,

For United Spirits Limited

Mital Sanghvi
Company Secretary

Encl: as above

Voting results of Postal Ballot**(As per Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015**

Name of the Company	United Spirits Limited
Date of Postal Ballot Notice	14 th March 2023
Voting Start Date	22 nd March 2023
Voting End Date	20 th April 2023
Total number of Members as on record date	2,67,752 Members as on 17 th March 2023
No. of Members present in the meeting either in person or through proxy	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable
No. of Members attended the meeting through Video Conferencing	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable

United Spirits Limited									
Resolution Required : (Ordinary)			1. Appointment of Ms. Mamta Sundara (DIN:05356182) as a Director (Non-Executive, Non-Independent) of the Company.						
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	No. of Votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]]*100	[7]=[5]/[2]]*100	[8]
Promoter and Promoter Group	E-Voting	412235040	406447245	98.5960	406447245	0	100.00	0.0000	0
	Poll								
	Postal Ballot								
	Total	412235040	406447245	98.5960	406447245	0	100.0000	0.0000	0
Public Institutions	E-Voting	204615445	166061906	81.1581	164820822	1241084	99.2526	0.7474	640603
	Poll								
	Postal Ballot								
	Total	204615445	166061906	81.1581	164820822	1241084	99.2526	0.7474	640603
Public-Non Institutions	E-Voting	110500368	18440335	16.6880	18433777	6558	99.9644	0.0356	110500
	Poll								
	Postal Ballot								
Total		110500368	18440335	16.6880	18433777	6558	99.9644	0.0356	110500
Total		727350853	590949486	81.2468	589701844	1247642	99.7889	0.2116	751103

United Spirits Limited									
Resolution Required : (Ordinary)			2. Appointment of Mr. Pradeep Jain (DIN:02110401) as a Director.						
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	No. of Votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]]*100	[7]=[5]/[2]]*100	[8]
Promoter and Promoter Group	E-Voting	412235040	406447245	98.5960	406447245	0	100.0000	0.0000	0
	Poll								
	Postal Ballot								
	Total	412235040	406447245	98.5960	406447245	0	100.0000	0.0000	0
Public Institutions	E-Voting	204615445	166061906	81.1581	163957349	2104557	98.7327	1.2673	640603
	Poll								
	Postal Ballot								
	Total	204615445	166061906	81.1581	163957349	2104557	98.7327	1.2673	640603
Public-Non Institutions	E-Voting	110500368	18440373	16.6881	18433429	6944	99.9623	0.0377	110500
	Poll								
	Postal Ballot								
	Total	110500368	18440373	16.6881	18433429	6944	99.9623	0.0377	110500
	Total	727350853	590949524	81.2468	588838023	2111501	99.6427	0.3573	751103

United Spirits Limited									
Resolution Required: (Special)		3. Appointment of Mr. Pradeep Jain (DIN:02110401) as a Whole-time Director designated as “Executive Director and Chief Financial Officer” of the Company.							
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	No. of Votes Invalid
		[1]	[2]	[3]={[2]/[1]}* 100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}* 100	[8]
Promoter and Promoter Group	E-Voting	412235040	406447245	98.5960	406447245	0	100.0000	0.0000	0
	Poll								
	Postal Ballot								
	Total	412235040	406447245	98.5960	406447245	0	100.0000	0.0000	0
Public Institutions	E-Voting	204615445	166061906	81.1581	159183128	6878778	95.8577	4.1423	640603
	Poll								
	Postal Ballot								
	Total	204615445	166061906	81.1581	159183128	6878778	95.8577	4.1423	640603
Public-Non Institutions	E-Voting	110500368	18440373	16.6881	18407167	33206	99.8199	0.1801	110500
	Poll								
	Postal Ballot								
	Total	110500368	18440373	16.6881	18407167	33206	99.8199	0.1801	110500
Total		727350853	590949524	81.2468	584037540	6911984	98.8304	1.1696	751103



Sudhir V Hulyalkar
Company Secretary

REPORT OF SCRUTINIZER

To:

The Chairman

UNITED SPIRITS LIMITED

(CIN- L01551KA1999PLC024991)

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

I, Sudhir V Hulyalkar, Company Secretary in Practice, having my office at #27/1, 4th Floor, Prabhas Complex, S. Kariyappa Road, Basavanagudi, Bangalore – 560004 have been appointed as the Scrutinizer by the Board of directors of United Spirits Limited by a resolution passed on March 14, 2023 for the purpose of scrutinising the postal ballot process and to submit my report in respect of the following resolution:

Resolution 1: Appointment of Ms. Mamta Sundara (DIN: 05356182) as a Director (Non-Executive, Non-Independent) of the Company (Ordinary Resolution):

"RESOLVED THAT in accordance with, the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Mamta Sundara (DIN: 05356182), who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as an Additional Director (Non-Executive, Non-Independent) of the Company with effect from 1st February 2023 and who holds office up to the date of ensuing Annual General Meeting of the Company in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director (Non-Executive, Non-Independent) of the Company and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company."

Resolution 2: Appointment of Mr. Pradeep Jain (DIN: 02110401) as a Director (Ordinary Resolution):

"RESOLVED THAT in accordance with the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable



Sudhir Vishnupant Hulyalkar
Company Secretaries

1

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provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pradeep Jain (DIN: 02110401), who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as an Additional Director (Executive) of the Company with effect from 1st February, 2023 and who holds office up to the date of ensuing Annual General Meeting of the Company in terms of Section 161 of the Act and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director (Executive) of the Company and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company.”

Resolution 3: Appointment of Mr. Pradeep Jain (DIN: 02110401) as a Whole-time Director designated as “Executive Director and Chief Financial Officer” of the Company (Special Resolution):

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

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

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



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

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

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

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

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company."

As required by Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, I submit my report as under:

1. I declare and confirm that I am not in the employment of the Company and the Board is of the opinion that I can conduct the postal ballot voting process in a fair and transparent manner.
2. I have given my consent to act as the scrutinizer for the postal ballot under reference.
3. The notice and procedure for voting on resolution was sent through electronic mode to those members whose email address was registered either with the Company or Depositories in accordance with Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended ('the Rules') read



with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May 2022, 10/22 and 11/22 dated December 28, 2022 in relation to “clarification on passing of ordinary and special resolutions by companies under the Act and the rules made thereunder and more particularly on passing of certain items only through postal ballot” issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”).

4. The notice was also made available on the Company’s website at www.diageoindia.com and websites of the Stock Exchanges where equity shares of the Company are listed i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.
5. Members whose names appeared in the Register of Members/List of Beneficial Owners as received from Depositories as on Friday, March 17, 2023 (cut-off date) were entitled to cast their vote through postal ballot by electronic means (remote e-voting) only.
6. In terms of above-mentioned MCA Circulars, the shareholders were provided the facility to cast their vote for this postal ballot by electronic means (e-voting) only through CDSL e-voting platform at www.evotingindia.com.
7. The voting commenced on Wednesday, March 22, 2023 (09 AM (IST)) and ended on Thursday, April 20, 2023 (05 PM (IST)).
8. Total 1,268 shareholders have voted through e-voting. The summary of the votes cast through postal ballot process (E voting) is as under:

PARTICULARS		For	Against	Invalid*	TOTAL
Resolution 1	Votes	58,97,01,844	12,47,642	7,51,103	59,17,00,589
	No. of shareholders (Count)	1,196	67	6	1,269
Resolution 2	Votes	58,88,38,023	21,11,501	7,51,103	59,17,00,627
	No. of shareholders (Count)	1,198	63	6	1,267



Resolution 3	Votes	58,40,37,540	69,11,984	7,51,103	59,17,00,627
	No. of shareholders (Count)	1,153	111	6	1,270

*Since these six shareholders being Institutional/Corporate shareholders did not submit/upload proper authorizations as per instructions mentioned in the notice of postal ballot and as required to be submitted under the provisions of the Companies Act, 2013 are considered as invalid.

9. I have scrutinized the votes casted through postal ballot by e-voting and I have maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014. The votes which are valid and voted either 'For' or 'Against' are considered for the summary of results. Based upon the same, I submit the summary for result of Postal Ballot as under:

Resolution No. 1:

Appointment of Ms. Mamta Sundara (DIN: 05356182) as a Director (Non-Executive, Non-Independent) of the Company (Ordinary Resolution):

i) Voted in favor of the resolution:

Number of members voted through postal ballot (electronic voting system)	Number of Votes cast (Shares)	% of total number of valid votes cast
1,196	58,97,01,844	99.79%

ii) Voted against the resolution:

Number of members voted through postal ballot (electronic voting system)	Number of Votes cast (Shares)	% of total number of valid votes cast
67	12,47,642	0.21%



Resolution No. 2:

Appointment of Mr. Pradeep Jain (DIN: 02110401) as a Director (Ordinary Resolution):

i) Voted in favor of the resolution:

Number of members voted through postal ballot (electronic voting system)	Number of Votes cast (Shares)	% of total number of valid votes cast
1,198	58,88,38,023	99.64%

ii) Voted against the resolution:

Number of members voted through postal ballot (electronic voting system)	Number of Votes cast (Shares)	% of total number of valid votes cast
63	21,11,501	0.36%

Resolution No. 3:

Appointment of Mr. Pradeep Jain (DIN: 02110401) as a Whole-time Director designated as "Executive Director and Chief Financial Officer" of the Company (Special Resolution):

i) Voted in favor of the resolution:

Number of members voted through postal ballot (electronic voting system)	Number of Votes cast (Shares)	% of total number of valid votes cast
1,153	58,40,37,540	98.83%

ii) Voted against the resolution:

Number of members voted through postal ballot (electronic voting system)	Number of Votes cast (Shares)	% of total number of valid votes cast
111	69,11,984	1.17%



12. The register and other documents relating to voting by electronic means shall remain in the safe custody until the Chairman considers, approves and signs the Minutes and thereafter the same shall be handed over to the Company Secretary for safe keeping.
13. You may accordingly declare the result of the Voting by Postal Ballot.

Place: Bengaluru
Date: 21/04/2023

Thanking You



Sudhir Vishnupant Hulyalkar
Company Secretary in Practice
Scrutinizer for Postal Ballot
FCS No: 6040 CP No: 6137
Peer Review Certificate No. 607/2019
UDIN: F006040E000167982



For United Spirits Limited

Mital Sanghvi
Company Secretary