

27<sup>th</sup> November 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 26<sup>th</sup> October 2023 regarding Postal Ballot Notice for seeking approval of the members of the Company in relation to the following resolutions:

<b>S. No.</b>	<b>Particulars</b>	<b>Type of Resolution</b>
1.	Appointment of Ms. Emily Kathryn Gibson (DIN: 10294270) as a Director (Non-Executive, Non-Independent) of the Company.	Ordinary
2.	Ratification of remuneration payable to Cost Auditor of the Company for Financial Year 2023-24	Ordinary

The remote e-voting period for the Postal Ballot concluded on Saturday, 25<sup>th</sup> November 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 27<sup>th</sup> November 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 Saturday, 25<sup>th</sup> November 2023, being the last date specified by the Company for the remote e-voting process.



Continuation Sheet

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

This is for your information and records.

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

<b>Name of the Company</b>	United Spirits Limited
<b>Date of Postal Ballot Notice</b>	13 <sup>th</sup> October 2023
<b>Voting Start Date</b>	27 <sup>th</sup> October 2023
<b>Voting End Date</b>	25 <sup>th</sup> November 2023
<b>Total number of Members as on record date</b>	2,49,259 Members as on 20 <sup>th</sup> October 2023
<b>No. of Members present in the meeting either in person or through proxy</b>	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable
<b>No. of Members attended the meeting through Video Conferencing</b>	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable



Item 1

United Spirits Limited									
<b>Resolution Required : (Ordinary)</b>			1. Appointment of Ms. Emily Kathryn Gibson (DIN: 10294270) as a Director (Non-Executive, Non-Independent) of the Company.						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			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	412221410	406447245	98.5993	406447245	0	100.0000	0.0000	
	Poll								
	Postal Ballot								
	<b>Total</b>		412221410	406447245	98.5993	406447245	0	100.0000	0.0000
Public Institutions	E-Voting	210384814	173976397	82.6944	170478942	3497455	97.9897	2.0103	308477
	Poll								
	Postal Ballot								
	<b>Total</b>		210384814	173976397	82.6944	170478942	3497455	97.9897	2.0103
Public-Non Institutions	E-Voting	104744629	24259065	23.1602	24249903	9162	99.9622	0.0378	
	Poll								
	Postal Ballot								
	<b>Total</b>		104744629	24259065	23.1602	24249903	9162	99.9622	0.0378
<b>Total</b>		727350853	604682707	83.1349	601176090	3506617	99.4201	0.5799	



United Spirits Limited									
<b>Resolution Required: (Ordinary)</b>			2. Ratification of remuneration payable to Cost Auditor of the Company for Financial Year 2023-24						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			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	412221410	406447245	98.5993	406447245	0	100.0000	0.0000	
	Poll								
	Postal Ballot								
	<b>Total</b>	412221410	406447245	98.5993	406447245	0	100.0000	0.0000	
Public Institutions	E-Voting	210384814	173915633	82.6655	173915633	0	100.0000	0.0000	308477
	Poll								
	Postal Ballot								
	<b>Total</b>	210384814	173915633	82.6655	173915633	0	100.0000	0.0000	
Public-Non Institutions	E-Voting	104744629	24258176	23.1594	24245842	12334	99.9492	0.0508	
	Poll								
	Postal Ballot								
	<b>Total</b>	104744629	24258176	23.1594	24245842	12334	99.9492	0.0508	
<b>Total</b>		727350853	604621054	83.1265	604608720	12334	99.9980	0.0020	



**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, 4<sup>th</sup> Floor, Prabhas Complex, S. Kariyappa Road, Basavanagudi, Bangalore – 560004 have been appointed as the Scrutinizer by the Board of directors of United Spirits Limited through the board resolution dated October 13, 2023 for the purpose of scrutinising the postal ballot process and to submit my report in respect of the following resolutions:

***Resolution 1: Appointment of Ms. Emily Kathryn Gibson (DIN: 10294270) 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. Emily Kathryn Gibson (DIN: 10294270), 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 7th September 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."**



**Sudhir Vishnupant Hulyalkar**  
Company Secretaries

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**Resolution 2: Ratification of remuneration payable to Cost Auditor of the Company for Financial Year 2023-24 (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 and 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 2023-24 amounting to ₹200,000 (Rupees Two Lakhs only) plus 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.”

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, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May 2022, 10/22 and 11/22 dated December 28, 2022 and 09/2023 dated September 25, 2023 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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).
5. Members whose names appeared in the Register of Members/List of Beneficial Owners as received from Depositories as on Friday, October 20, 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](http://www.evotingindia.com).
7. The voting commenced on Friday, October 27, 2023 (09 AM (IST)) and ended on Saturday, November 25, 2023 (05 PM (IST)).
8. Total 1,513 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
<b>Resolution 1</b>	Votes	60,11,76,090	35,06,617	3,08,477	60,49,91,184
	No. of shareholders (Count)	1,430	85	2	1,517
<b>Resolution 2</b>	Votes	60,46,08,720	12,334	3,08,477	60,49,29,531
	No. of shareholders (Count)	1,452	56	2	1,510

\*Note: Since these two shareholders being Institutional/Corporate shareholders did not submit/upload 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. Emily Kathryn Gibson (DIN: 10294270) 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
1,430	60,11,76,090	99.420%

**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
85	35,06,617	0.580%

**Resolution No. 2:**

**Ratification of remuneration payable to Cost Auditor of the Company for Financial Year 2023-24 (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
1,452	60,46,08,720	99.998%



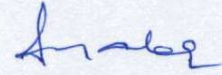
ii) Voted against the resolution:

Number of members voted through postal ballot (electronic voting system)	Number of Votes cast (Shares)	% of total number of valid votes cast
56	12,334	0.002%

10. 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.
11. You may accordingly declare the result of the Voting by Postal Ballot.

Place: Bengaluru  
Date: 27/11/2023

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: F006040E002435051



For United Spirits Limited

MITAL  
ARVIND  
SANGHVI

Digitally signed by  
MITAL ARVIND  
SANGHVI  
Date: 2023.11.27  
19:20:42 +05'30'

Mital Sanghvi  
Company Secretary