



United Spirits Limited

Corporate Identity Number: L01551KA1999PLC024991

Registered Office: 'UB Tower', #24, Vittal Mallya Road, Bangalore - 560 001.

Tel: +91 80 3985 6500; Fax: +91 80 3985 6862; www.unitedspirits.in, Email: uslinvestor@unitedspirits.in

NOTICE

NOTICE IS HEREBY GIVEN OF THE FIFTEENTH ANNUAL GENERAL MEETING ("AGM") of United Spirits Limited (the "Company") to be held at Level 1, UB Tower, #24, Vittal Mallya Road, Bangalore 560 001 on Tuesday, September 30, 2014 at 2.30 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended March 31, 2014, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of **Dr. Vijay Mallya (DIN: 00122890)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED that the vacancy in the Board of Directors of the Company arising out of the retirement of **Mr. Gilbert Ghostine (DIN: 06555302)** who retires by rotation at this AGM and has not offered himself for re-appointment, not be filled up as of the current date.

4. To appoint Statutory Auditors and to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, and pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s. B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the twentieth AGM, subject to ratification of the appointment by the members at every AGM held after this AGM and that the Board of Directors be and are hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors and that such remuneration may be paid on a progressive billing basis to be agreed upon between the Auditors and the Board of Directors.

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification(s), the following Resolutions:

5. **As an Ordinary Resolution:**

Appointment of Mr. Sudhakar Rao (DIN: 00267211) as an Independent Director:

RESOLVED that pursuant to the provisions of Sections 149, 150(2), 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sudhakar Rao, Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from September 30, 2014 to September 29, 2019 and who shall not be liable to retire by rotation.

6. **As an Ordinary Resolution:**

Appointment of Mr. D. Sivanandhan (DIN: 03607203) as an Independent Director:

RESOLVED that pursuant to the provisions of Sections 149, 150(2), 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. D. Sivanandhan, Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of

Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from September 30, 2014 to September 29, 2019 and who shall not be liable to retire by rotation.

7. As an Ordinary Resolution:

Appointment of Dr. (Mrs.) Indu Shahani (DIN: 00112289). as an Independent Director:

RESOLVED that Dr. (Mrs.) Indu Shahani, who was appointed as an Additional Director by the Board of Directors of the Company on August 14, 2014 and whose period of office expires on the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, pursuant to the provisions of Sections 149, 150(2), 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, to hold office for five consecutive years from September 30, 2014 to September 29, 2019, and who shall not be liable to retire by rotation.

8. As an Ordinary Resolution:

Vacancy arising out of Mr. G.N. Bajpai (DIN: 00946138), Independent Director, not offering himself for re-appointment:

RESOLVED that the vacancy in the Board of Directors of the Company arising out of Mr. G.N. Bajpai, who was earlier appointed as Independent Director of the Company and liable for retirement by rotation and proposed to be appointed as Independent Director, not liable to retire by rotation, at this Annual General Meeting pursuant to the provisions of Sections 149, 150(2) and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made thereunder, not offering himself for re-appointment, not be filled up as of the current date.

9. As an Ordinary Resolution:

Vacancy arising out of Mr. Arunkumar Ramanlal Gandhi (DIN: 00007597), Independent Director, not offering himself for re-appointment:

RESOLVED that the vacancy in the Board of Directors of the Company arising out of Mr. Arunkumar Ramanlal Gandhi, who was earlier appointed as Independent Director of the Company and liable to retirement by rotation and proposed to be appointed as Independent Director, not liable to retire by rotation, at this Annual General Meeting pursuant to the provisions of Sections 149, 150(2) and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made thereunder, not offering himself for re-appointment, not be filled up as of the current date.

10. As an Ordinary Resolution:

Vacancy arising out of Mr. Vikram Singh Mehta (DIN: 00041197), Independent Director, not offering himself for re-appointment:

RESOLVED that the vacancy in the Board of Directors of the Company arising out of Mr. Vikram Singh Mehta, who was earlier appointed as Independent Director of the Company and liable to retirement by rotation and proposed to be appointed as Independent Director, not liable to retire by rotation, at this Annual General Meeting pursuant to the provisions of Sections 149, 150(2) and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made thereunder, not offering himself for re-appointment, not be filled up as of the current date.

11. As an Ordinary Resolution:

Appointment of Mr. Anand Kripalu as a Director:

RESOLVED that Mr. Anand Kripalu (DIN: 00118324), who was appointed as an Additional Director by the Board of Directors of the Company on August 14, 2014 and whose period of office expires on the date of this Annual General Meeting, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not subject to retirement by rotation so long as he holds the office of the Managing Director of the Company.

12. As a Special Resolution

Appointment of and remuneration payable to Mr. Anand Kripalu as Managing Director and Chief Executive Officer:

RESOLVED that subject to the provisions of Sections 196 and 197, read with Schedule V and other applicable provisions

of the Companies Act, 2013, or any statutory modification or re-enactment thereof, Mr. Anand Kripalu, be and is hereby appointed as Managing Director and Chief Executive Officer of the Company with effect from August 14, 2014 for a period of five years, on the following terms and conditions:

1	Salary	Basic Salary of Rs.26,33,890/- per month, with such increments as may be determined by the Board of Directors of the Company from time to time, in the salary range of Rs. 20,00,000/- to Rs. 35,00,000/- per month and with proportionate increase in all benefits related to the quantum of salary.
2	Special Allowance	Special Allowance at the rate of 50% of the Basic Salary per month. This will be taken into account for calculation of Provident Fund, Gratuity, Superannuation Benefits and Contribution Improvement Incentive Scheme (CRIIS) or equivalent.
3	Personal Allowance	Rs. 9,53,400/- per month in the range of Rs. 9,00,000/- to Rs. 16,00,000/- per month.
4	Contribution Improvement Incentive Scheme (CRIIS) or equivalent	As per the rules framed by the Company in this regard.
5	Long Term Incentive Plan (LTIP) or equivalent	As per the rules framed by the Company in this regard.
6	Perquisites	<p>i) Housing – Furnished/ unfurnished residential accommodation or house rent allowance of maximum of 50% of basic salary in lieu thereof. The expenditure incurred by the Company on gas, electricity and water shall be valued as per the Income Tax Rules, 1962.</p> <p>ii) Flexi Compensation Package (FCP):- (a) LTA of Rs. 15,500/- per month as per Rules of the Company, as applicable. (b) House Maintenance, Repairs and Painting at actuals as per the Company's policy.</p> <p>iii) National Pension Scheme Contribution (NPS) - 10% of the Basic Salary per month as per the Company's rules.</p> <p>iv) Medical Reimbursement – Expenses incurred for Mr.Kripalu and his family, as per the rules of the Company, as applicable.</p> <p>v) Club Fees – Fees of clubs subject to a maximum of two clubs. This will include admission and corporate annual membership fees.</p> <p>vi) Group Mediclaim Policy – Hospitalisation expenses for Mr.Kripalu and his family as per rules of the Company and as applicable to employees of his grade.</p> <p>vii) Group Term Life Insurance – Life insurance for Mr.Kripalu as applicable to employees of his grade and as per rules of the Company.</p> <p>viii) Personal Accident Insurance – Accident Insurance for Mr. Kripalu as applicable to employees of his grade and as per rules of the Company.</p> <p>ix) Provident Fund – The Company's contribution to Provident Fund shall be as per the Scheme of the Company, as applicable.</p> <p>x) Superannuation/Annuity Fund – The Company's contribution to Superannuation or Annuity Fund shall be in accordance with the Scheme of the Company, as applicable.</p> <p>xi) Gratuity – Payable in accordance with the Rules of the approved Fund of the Company, as applicable.</p> <p>xii) Encashment of leave not availed – As per the Rules of the Company, as applicable.</p> <p>xiii) Provision of cars, cell phone and telephone (at the residence) – Provision of two Company cars with drivers and actual fuel; two mobile phones' expenditure, telephone at residence including internet broadband expenditure as per the Company's policy.</p> <p>xiv) Tax preparation services – Consulting services cost for filing tax returns payable at actuals.</p> <p>xv) Such other benefits, amenities, facilities and perquisites as per the rules of the Company, as applicable and as may be permitted by the Board of Directors of the Company.</p>

In addition to the above, Mr. Kripalu is eligible to benefits under the Diageo Associated Companies Share Incentive Plan ("DACSIP" or the "Plan"). DACSIP is a discretionary benefit offered by the Diageo Group for the benefit of the employees of its associate companies. The Plan is an incentive for the employees' future performance and commitment to the goals of the Diageo Group. Shares purchased or received, any cash received and any gains obtained under the Plan are not part of salary for any purpose (except to any extent required by statute). There will be no cost to the Company on account of Mr. Kripalu's eligibility under the DACSIP. For avoidance of doubt, DACSIP does not involve any shares of the Company.

Provided that the remuneration payable to Mr. Kripalu (including salary, Special Allowance, Personal Allowance, Contribution Improvement Incentive Scheme (CRIIS) or equivalent, Long Term Incentive Plan (LTIP) or equivalent, Perquisites, Benefits, Amenities and Facilities) shall be subject to the provisions laid down in Section 197 and Schedule V of the Companies Act, 2013 or any other statutory provisions, modifications and re-enactments thereof.

FURTHER RESOLVED that the remuneration as aforesaid by way of Salary, Special Allowance, Personal Allowance, Contribution Improvement Incentive Scheme (CRIIS) or equivalent, Long Term Incentive Plan (LTIP) or equivalent, perquisites, benefits, amenities and facilities shall be paid and provided as "minimum remuneration" to Mr. Anand Kripalu notwithstanding the absence or inadequacy of profits in any financial year of the Company during the tenure of his office as the Managing Director of the Company, subject to the approval of the Central Government, if required.

FURTHER RESOLVED that, the Managing Director, Mr. Anand Kripalu be entrusted with substantial powers of management and will be 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.

FURTHER RESOLVED that Mr Anand Kripalu shall not be subject to retirement by rotation so long as he continues as Managing Director of the Company.

13. As a Special Resolution:

Revision in the terms of remuneration payable to Mr. P.A. Murali, Executive Director:

RESOLVED that in partial modification of the resolution No.8, passed at the 14th Annual General Meeting of the Company held on September 24, 2013, the terms of remuneration of Mr. P.A. Murali, Executive Director, be and is hereby revised as under with effect from April 1, 2014 and shall remain in force till the end of his tenure as Executive Director i.e. up to July 03, 2018:

1	Salary	Basic Basic Salary of Rs.18,65,000/- per month (from April 01, 2014 to June 30, 2014) and Rs.25,93,390/- per month (from July 2014 onwards), with such increments as may be determined by the Board of Directors of the Company from time to time, in the salary range of Rs.18,00,000/- to Rs.30,00,000/- per month and with proportionate increase in all benefits related to the quantum of salary.
2	Special Allowance	Special Allowance at the rate of 50% of the Basic Salary per month. This will be taken into account for calculation of Provident Fund, Gratuity, Superannuation Benefits and Contribution Improvement Incentive Scheme (CRIIS) or equivalent.
3	Personal Allowance	Rs.4,13,150/- per month (from April 01, 2014 to June 30, 2014) and Rs.4,22,150/- per month (from July 01, 2014 onwards) in the range of Rs.4,00,000/- to Rs.8,00,000/- per month.
4	Performance Evaluation Payment *	Of such percentage of Basic Salary plus Special Allowance per annum as may be evaluated by the Board of Directors of the Company, in accordance with the rules of the Company in this regard. * This element of remuneration has been withdrawn from July 01, 2014 and is merged with Basic Salary and other linked components.
5	Contribution Improvement Incentive Scheme (CRIIS) or equivalent	As per the rules of the Company framed in this regard.

6	Long Term Incentive Plan (LTIP) or equivalent	As per the rules of the Company framed in this regard.
7	Perquisites	<p>i) Housing–Furnished/ Unfurnished residential accommodation or house rent allowance of maximum of 50% of salary in lieu thereof. (reduced from 60% to 50% w.e.f. July 01, 2014) The expenditure incurred by the Company on gas, electricity, water and fuel shall be valued as per the Income Tax Rules, 1962.</p> <p>ii) Flexi Compensation Package (FCP):- (a) LTA of Rs.15,500/- per month as per rules of the Company, as applicable. (b) Lunch vouchers of Rs.2,500/- per month, as per rules of the Company, as applicable. # # This element of remuneration has been withdrawn from July 01, 2014 and is merged with personal allowance. (c) House Maintenance, Repairs and Painting at actuals as per the Company's policy.</p> <p>iii) National Pension Scheme Contribution (NPS)- 10% of the Basic Salary per month as per the Company's rules.</p> <p>iv) Medical Reimbursement – Expenses incurred for Mr. Murali and his family, as per the rules of the Company, as applicable.</p> <p>v) Club Fees – Fees of clubs subject to a maximum of two clubs. This will include admission and corporate annual membership fees.</p> <p>vi) Group Mediclaim Policy – Hospitalisation expenses for Mr. Murali and his family as per rules of the Company applicable to employees of his grade in the Company.</p> <p>vii) Group Term Life Insurance – Life insurance for Mr.Murali as applicable to employees of his grade and as per rules of the Company.</p> <p>viii) Personal Accident Insurance – Accident insurance for Mr. Murali as applicable to his grade and as per rules of the Company.</p> <p>ix) Provident Fund – The Company's contribution to Provident Fund shall be as per the Scheme of the Company, as applicable.</p> <p>x) Superannuation/Annuity Fund – The Company's contribution to Superannuation or Annuity Fund shall be in accordance with the Scheme of the Company, as applicable.</p> <p>xi) Gratuity – Payable in accordance with the Rules of the approved Fund of the Company, as applicable.</p> <p>xii) Encashment of leave not availed – As per the Rules of the Company, as applicable.</p> <p>xiii) Provision of cars, cell phone and telephone (at the residence) – Provision of two Company cars with drivers and actual fuel, two mobile phones' expenditure, telephone at residence including internet broadband expenditure as per the Company's policy.</p> <p>xiv) Such other benefits, amenities, facilities and perquisites as per the rules of the Company, as applicable and as may be permitted to the Executive Director, by the Board of Directors of the Company.</p>

FURTHER RESOLVED that the revised remuneration payable to Mr. P.A. Murali (including Salary, Special Allowance, Personal Allowance, Performance Evaluation Payment, Contribution Improvement Incentive Scheme (CRIIS) or equivalent, Long Term Incentive Plan (LTIP) or equivalent, Perquisites, Benefits, amenities and facilities) shall be subject to the provisions laid down in Section 197 read with Schedule V of the Companies Act, 2013 or any other statutory provisions, modifications and re-enactments thereof.

FURTHER RESOLVED that one-time bonus of Rs.5 Crores paid during the financial year 2014-15 to Mr. P.A. Murali, Executive Director be and is hereby approved.

FURTHER RESOLVED that the remuneration as aforesaid by way of Salary, Special Allowance, Personal Allowance, Performance Evaluation Payment, Contribution Improvement Incentive Scheme (CRIIS) or equivalent, Long Term Incentive Plan (LTIP) or equivalent, Perquisites, Benefits, amenities, facilities and the one-time bonus of Rs.5 crores (Rupees Five Crores only) as approved by the Board (and paid during the financial year 2014-15), shall be paid and provided as "Minimum Remuneration" to Mr. Murali, notwithstanding the absence or inadequacy of profits in any financial year of the Company during the tenure of his office as the Executive Director of the Company, subject to the approval of the Central Government, if required.

FURTHER RESOLVED that all other terms and conditions of appointment of Mr Murali as Executive Director, as approved by the shareholders at the fourteenth Annual General Meeting of the Company shall remain unchanged except to the extent revised as above.

FURTHER RESOLVED that the Board of Directors of the Company or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

14. As a Special Resolution:

Approval of the Borrowing Limit:

RESOLVED that in supersession of the ordinary resolution passed by the members under the erstwhile provisions of Section 293(1)(d) of the Companies Act, 1956 at the 7th Annual General Meeting of the Company held on December 28, 2006, the consent of the members of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, and other applicable law, if any, to borrow for and on behalf of the Company moneys in any manner from any Bank(s) and/or Public Financial Institution(s) as defined under Section 2(72) of the Companies Act, 2013 and/or any Foreign Financial Institution(s) and/or any other entity/entities or authority/authorities and/or through suppliers credit, securities, instruments such as Floating Rate Notes, Fixed Rate Bond, Syndicated Loan, etc., and/or through credit from official agencies and/or by way of Commercial borrowings from the Private Sector window of Multilateral Financial Institutions either in Indian Rupees or in such other Foreign Currency as may be permitted by applicable law from time to time as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs.10,000,00,00,000 (Rupees Ten Thousand Crores only) or equivalent thereof in Foreign Exchange (inclusive of such premium as may be fixed on the Securities) as may be required in future for the Company's activities and/or for general corporate purposes including Capital Expenditure, Working Capital requirements, strategic investment, any mergers, demergers, amalgamations, acquisitions, re-constructions or rearrangements or any other re-organisations as the Board may deem fit for the purpose of the business of the Company and whether the same be secured or not and if secured whether by way of mortgage, charge, hypothecation, pledge or otherwise in any manner whatsoever in respect of all or any of the Company's assets and properties, book debts and stock-in-trade including raw materials, stores, parts or components in stock or in transit, notwithstanding that the moneys so borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed Rs.10,000,00,00,000 (Rupees Ten Thousand Crores only).

15. As an Ordinary Resolution:

Approval to contribute to bona fide charitable and other funds:

RESOLVED that pursuant to the provisions of Section 181 of the Companies Act, 2013, and other applicable provisions, if any, the Board of Directors of the Company be and is hereby authorized to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, sports, exhibition, national, public or any other institutions, objects or purposes or other funds not directly relating to the business of the Company or the welfare of its employees, from time to time in any financial year to the extent of Rs.150,000,000/- (Rupees Fifteen Crores only) notwithstanding that such contributions of the Company, in any financial year, may exceed 5% of the average net profits of the Company for the three immediately preceding financial years.

16. As a Special Resolution:

Payment of Remuneration to Non-Executive Directors:

RESOLVED that pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directors, other than the Managing Director (if any) or the Director(s) in the whole time employment of the Company, be paid every year a remuneration not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, which amount they may apportion among themselves in any manner they deem fit, in addition to sitting fees, reimbursement of expenses for participation in the Board and other meetings, if any, payable to each Director for every Meeting of the Board or Committee thereof attended by him/her, and that this Resolution remain in force from April 01, 2014 until revoked.

By order of the Board

Place: Mumbai
Date : September 04, 2014

V.S. Venkataraman
Company Secretary

Notes:

1. Please refer to the explanatory statement given hereunder.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

The proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time appointed for the holding of the Annual General Meeting ("AGM").

3. The Transfer Books and Register of Members will remain closed from September 22, 2014 to September 30, 2014 (both days inclusive).
4. Members are required to intimate immediately to the Company's Registrars and Transfer Agents, M/s. Integrated Enterprises (India) Limited (IEIL), # 30, Ramana Residency, 4th Cross, Sampige Road, Bangalore - 560 003 (Telephone No.080 23460815-818 Fax No.080 2346 0819), in case of shares held in physical form and to their respective Depository Participants, in case of shares held in dematerialized/electronic form :-
 - a. any change in their registered addresses along with PIN Code Number ;
 - b. details about their email addresses, if any, so that all notices and other statutory documents which are required to be sent to the Members, as per the provisions of the Companies Act, 2013, can be sent to their email addresses, as a measure of "Green Initiatives" introduced by the Ministry of Corporate Affairs (MCA); and
 - c. details about their bank account number, name of bank, bank's branch name and address to enable the Company to draw dividend warrant payable accordingly.
5. Members holding shares 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 Registrars and Transfer Agents, at the address as stated in Note No.4 above.

6. Members may please address all their documents/correspondence relating to the equity shares of the Company directly to the Company's Registrars and Transfer Agents, at the address as stated in Note No.4 above.
7. Nomination facility for shares is available for Members. The prescribed format in this regard can be obtained from the Company's Registrars and Transfer Agents at the address as stated in Note No.4 above.
8. The Company's equity shares are under compulsory dematerialization. Accordingly, trading of these shares through the Stock Exchanges would be facilitated if the share certificates are dematerialized. Members having the physical share certificates are advised to consider opening of a Demat Account with an authorised Depository Participant and arrange for dematerializing their shareholdings in the Company.
9.
 - a) All Unclaimed/Unpaid Dividend up to the financial year ended March 31, 1994, have been transferred to the General Revenue Account of the Central Government in terms of Section 205A of the Companies Act, 1956. Those who have not encashed the Dividend Warrants for the said period may claim their dividends from the Registrar of Companies - Karnataka, II Floor, E-Wing, Kendriya Sadan, Koramangala, Bangalore - 560 034.
 - b) All Unclaimed / Unpaid Dividend for the financial years 1994-95 to 2005-06, required to be transferred to the Investor Education and Protection Fund (Fund) in terms of Section 205C of the Companies Act, 1956, have been transferred to the Fund.
 - c) In terms of Section 205A and 205C of the Companies Act, 1956, the amount of dividend declared for the financial year 2006-07 and thereafter remaining unclaimed for a period of seven years from the due date of payment shall hereafter be transferred to the Investor Education and Protection Fund.
10. Members may kindly note that once the Unclaimed/Unpaid Dividend is transferred to the Fund, no claim shall lie against the Fund or the Company in respect of the individual amounts which were Unclaimed and Unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claim.
11. Members attending the AGM are requested to bring with them the following:
 - a. Members holding shares in dematerialised form, their DP & Client ID Numbers.
 - b. Members holding shares in physical form, their Folio Numbers.
 - c. Copy of the Annual Report and Notice, as no copies thereof would be distributed at the AGM.
 - d. The Attendance Slip duly completed and signed in terms of specimen signature lodged with the Company.

The Company would accept only the Attendance Slip from a member actually attending the AGM or from the person attending as a proxy under a valid proxy form registered with the Company not less than 48 hours prior to the AGM. Attendance Slips of Members/valid proxies not personally present at the AGM or relating to Proxies which are invalid, will not be accepted from any other member/person.

The AGM is for members or their proxies only. Please avoid being accompanied by non-members/children.
12. The Company has designated an exclusive email Id viz., usinvestor@unitedspirits.in to enable the investors to post their grievances and monitor its redressal.
13. Corporate members are required to send to the Company a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.
14. The details required to be given in pursuance of Clause 49 of the Listing Agreement in case of directors being appointed/reappointed are given in the Corporate Governance Section of the Annual Report.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013 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 15th AGM by electronic means and the business may be transacted through Electronic Voting (e-voting) services provided by National Securities Depository Limited ("NSDL"):

16. The instructions for e-voting are as under:

- (i) Members whose shareholding is in the dematerialised form and whose e-mail addresses are registered with the Company / Depository Participants will receive an email from NSDL informing User ID and Password:
 - (a) Open e-mail and open PDF file titled "USL E-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (b) Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com>.
 - (c) Click on "Shareholder" – "Login".
 - (d) Type your user ID and initial password as mentioned in Step (a) above.
 - (e) Click Login.
 - (f) Password change menu appears, change the password with the new password of your choice with minimum of 8 digits / characters or a combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (g) Home page of "e-Voting" opens. Click on "e-Voting": Active Voting Cycles.
 - (h) Select "EVEN" of United Spirits Limited.
 - (i) Now you are ready for "e-Voting" as "Cast Vote" page opens.
 - (j) Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (k) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (l) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (m) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.,) are required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter etc., together with an attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by an e-mail to sudhir.compsec@gmail.com with a copy marked to evoting@nsdl.co.in.
- (ii) For Members whose shareholding is in the Dematerialisation form and whose e-mail address is not registered with the Company / Depository Participants, Members holding shares in Physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:
 - I. Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (e-Voting Event Number) USER ID and PASSWORD;
 - II. Please follow all steps from paragraph (b) to (m) above to cast your vote.

17. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the downloads section of www.evoting.nSDL.com.

18. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot Password" option available on the site to reset the password.

19. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

20. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

21. The e-voting period commences on September 24, 2014 (9:00 a.m.) and ends on September 26, 2014 (6:00 p.m.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 29, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

22. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 29, 2014.
23. Mr. Sudhir V Hulyalkar, Company Secretary in Practice (CP - 6137; Address: 16/8, Ground Floor, 2nd Cross, Gupta Layout, South End Road (Near South End Circle), Basavangudi, Bangalore 560 004) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
24. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
25. The Results shall be declared on or after the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website - www.unitedspirits.in and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
26. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m. to 5.00 p.m.) on all working days except Saturdays, up to and including the date of the AGM of the Company.

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

Item No.3: Vacancy caused by retirement of Mr. Gilbert Ghostine

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013.

Mr. Gilbert Ghostine retires by rotation as Director of the Company at this Annual General Meeting. He is not offering himself for re-appointment. As of the current date, it is proposed not to fill the vacancy on the Board so caused by his retirement.

No Director, key managerial personnel or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

Your Directors recommend the above resolution for your approval.

Item No.4: Appointment of Auditors and to fix their remuneration:

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013.

M/s. B.S.R. & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022), were appointed as the statutory auditors of the Company for the period from the conclusion of the fourteenth Annual General Meeting (AGM) of the Company till the conclusion of the fifteenth AGM of the Company.

As per the provisions of Section 139 of the Companies Act, 2013, no listed company can appoint or re-appoint an audit firm for more than two terms of five consecutive years from the date of commencement of the Companies Act, 2013.

In view of the above, M/s. B.S.R. & Co, Chartered Accountants (Registration No. 101248W/W-100022) being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on September 03, 2014, proposed the appointment of M/s. B.S.R. & Co, Chartered Accountants (Registration No. 101248W/W-100022), as the statutory auditors of the Company for a period of five years to hold office from the conclusion of ensuing AGM till the conclusion of the twentieth AGM of the Company, subject to ratification of the appointment by the members at every AGM held after this AGM.

No Director, key managerial personnel or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

Your Directors recommend the above resolution for your approval.

Item Nos.5 and 6: Appointment of Mr. Sudhakar Rao and Mr. D. Sivanandhan, Independent Directors for a fixed term of five years:

In compliance with the provisions contained in clause 49 of the listing agreement entered into with the stock exchanges, the Board had appointed Mr. Sudhakar Rao and Mr. D. Sivanandhan, as Independent Directors of the Company on July 04, 2013 liable to retire by rotation.

In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and the office of an Independent Director shall not be liable to retire by rotation in terms of Section 149(13) of the Companies Act, 2013. In compliance with the provisions of Sections 150(2), 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, appointment of Independent Directors for a fixed term of five consecutive years from this Annual General Meeting is proposed.

Mr. Sudhakar Rao and Mr. D. Sivanandhan are independent of the management and have submitted declarations that they meet the criteria for independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, both Mr. Sudhakar Rao and Mr. D. Sivanandhan fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors of the Company and they have considerable experience and knowledge in their respective fields to enable the Board to discharge their functions and duties efficiently. For appointment of each of the Independent Directors proposed herein a notice in writing under Section 160 of the Companies Act, 2013 has been received by the Company from the Member(s) signifying their intention to propose their appointment.

A specimen letter of appointment for Independent Directors setting out the terms and conditions is available on the Company's website www.unitedspirits.in and would also be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on working days except Saturdays, up to the date of the AGM.

No director, key managerial personnel or their respective relatives, except Mr. Sudhakar Rao and Mr. D. Sivanandhan, to whom the respective resolutions relate, is interested or concerned, financially or otherwise, in the resolutions.

Mr. Sudhakar Rao and Mr. D. Sivanandhan do not hold by themselves or for any other person on a beneficial basis, any shares in the Company.

Your Directors recommend the ordinary resolutions set forth in Item Nos.5 and 6 for your approval.

Item No.7: Appointment of Dr.(Mrs). Indu Shahani (Dr.Shahani) as an Independent Director for a fixed term of five years:

In compliance with the provisions contained in clause 49 of the listing agreement entered into with the stock exchanges and provisions of Section 149 of the Companies Act, 2013, the Board of Directors at their meeting held on August 14, 2014 appointed Dr. Shahani as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 in the capacity of Independent Director. She holds office till the date of this Annual General Meeting.

In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and the office of an Independent Director shall not be liable to retire by rotation in terms of Section 149(13) of the Companies Act, 2013. In compliance with the provisions of Sections 150(2), 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, appointment of Independent Director for a fixed term of five years from this Annual General Meeting is proposed.

Dr. Shahani is independent of the management and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Dr. Shahani fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as Independent Director of the Company and she has considerable experience and knowledge to enable the Board to discharge their functions and duties efficiently. For appointment of Dr. Shahani as Independent Director as proposed herein, a notice in writing under Section 160 of the Companies Act, 2013 has been received by the Company from a Member signifying the intention to propose her appointment.

A specimen letter of appointment for Independent Directors setting out the terms and conditions is available on the Company's website www.unitedspirits.in, and would also be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on working days except Saturdays, up to the date of the AGM.

No director, key managerial personnel or their respective relatives, except Dr.Shahani, to whom the resolution relates, is interested or concerned, financially or otherwise, in the resolution.

Dr. Shahani does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

Your Directors recommend the above resolution for your approval.

Item Nos.8 to 10: Vacancy arising out of certain Independent Directors not offering themselves for re-appointment:

Mr. G.N. Bajpai, Mr. Arunkumar Ramanlal Gandhi and Mr. Vikram Singh Mehta, who were appointed as Independent Directors of the Company on various dates and were liable to retire by rotation in compliance with the provisions of Section 256 of the Companies Act, 1956 and proposed to be appointed as Independent Directors, not liable to retire by rotation, at this Annual General Meeting pursuant to the provisions of Sections 149, 150(2) and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made thereunder, have not offered themselves for re-appointment. As of the current date, it is proposed not to fill the vacancies on the Board so caused by the above Directors not offering themselves for re-appointment.

No directors, key managerial personnel or their respective relatives, is interested or concerned, financially or otherwise, in the resolution.

None of the Independent Directors hold by themselves or for any other persons on a beneficial basis, any shares in the Company.

Your Directors recommend the ordinary resolutions set forth in Item No.8 to 10 for your approval.

Item Nos.11 and 12: Appointment of Mr Anand Kripalu (Mr Kripalu) as a Director and Managing Director and Chief Executive Officer and remuneration payable to Mr Kripalu as Managing Director:

Mr.Anand Kripalu has been appointed as Additional Director by the Board of Directors of the Company on August, 14, 2014. A notice has been received from a member proposing Mr. Kripalu as a candidate for the office of Director of the Company.

Mr. Kripalu is a B.Tech from IIT, Madras and MBA from IIM, Calcutta and has done an Advanced Management Program in Wharton Business School. Mr. Kripalu has over 30 years of experience in FMCG business.

Mr. Kripalu was formerly President, India and South Asia, at Mondelez International. In this position, Mr. Kripalu played a key role in leading Mondelez after the Cadbury acquisition by Kraft in India. He presided over eight years of continuous growth and helped the India business earn status as one of India's Most Admired Companies in 2012 and #3 Most Admired FMCG Company in 2013.

The Board of Directors has appointed Mr. Anand Kripalu as Managing Director and Chief Executive Officer of the Company with effect from August 14, 2014 for a period of five years. The remuneration proposed to be paid to him is detailed in the resolution under item no.12. He will hold office for a period of five years and shall not be subject to retirement by rotation so long as he continues as Managing Director of the Company. Mr. Anand Kripalu shall be entrusted with substantial powers of management and will be 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.

No director, key managerial personnel or their respective relatives, except Mr. Kripalu, to whom the resolution relates, is interested or concerned, financially or otherwise, in the resolution.

Mr. Kripalu does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Your Directors recommend the Ordinary Resolutions set forth in Item Nos.11 and 12 for your approval.

Item No.13: Revision in the terms of remuneration payable to Mr P.A.Murali, Executive Director:

At the Fourteenth Annual General Meeting held on September 24, 2013, the shareholders had approved the appointment of and the terms of remuneration payable to Mr.P.A.Murali (Mr.Murali) as Executive Director of the Company for a period of 5 years, with effect from July 4, 2013 on the terms and conditions, inter alia, with Basic Salary of Rs.10,78,200/- per month in the salary range of Rs.8,00,000/- to Rs.14,00,000/- per month and Special Allowance at the rate of 50% of the Basic Salary per month.

The Board of Directors at their meeting held on April 30, 2014, on the basis of the recommendation from the Nomination and Remuneration Committee of Directors, approved the revision in the remuneration w.e.f. April 01, 2014 (including payment of one-time bonus of Rs.5 crores which was paid during the financial year 2014-15) and the payment of minimum remuneration in the event of loss of inadequacy of profits as stated in resolution. Within the overall remuneration as approved by the Board of Directors as mentioned above, the various components of remuneration such as Basic Salary etc., were revised w.e.f. July 01, 2014 as stated in the resolution.

NOTICE (Contd.)



No director, key managerial personnel or their respective relatives, except Mr. Murali, to whom the resolution relates, is interested or concerned, financially or otherwise, in the resolution.

Mr. Murali does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Your Directors recommend the Special Resolution under Item No.13 for your approval.

Item No.14: Approval of the Borrowing Limit:

At the Annual General Meeting held on December 28, 2006, an Ordinary Resolution was passed pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956, authorising the Directors to borrow monies not exceeding Rs.10,000,00,00,000 or equivalent thereof in Foreign Exchange (inclusive of such premium as may be fixed on the Securities) in view of the increase in the operations of the Company.

The Ministry of Corporate Affairs, Government of India, issued a General Circular No.04/2014 dated March 25, 2014, clarifying that resolutions passed under Section 293 of the Companies Act, 1956 prior to 12 September 2013, (i.e., the date on which the corresponding Section 180 of the Companies Act, 2013 was notified), with reference to borrowings (subject to the limits prescribed) and / or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 for a period of one year from the date of notification of Section 180 of the Companies Act, 2013.

Section 180(1)(c) of the Companies Act, 2013, which replaces Section 293(1)(d) of the Companies Act, 1956, stipulates that a special resolution has to be passed where the money to be borrowed together with the money already borrowed by the Company will exceed aggregate of the paid-up share capital and free reserves of the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business. Further, as per Section 180(2) of the Companies Act, 2013, every special resolution passed by the company in general meeting in relation to the exercise of the powers as stated in Section 180(1)(c) of the Companies Act, 2013 should specify the total amount up to which monies may be borrowed by the Board of Directors.

No director, key managerial personnel or their respective relatives is interested or concerned, financially or otherwise, in the resolution.

In view of the above provisions, your Directors recommend the Special Resolution under the Item No.14 for your approval.

Item No.15: Approval to contribute to bona fide charitable and other funds:

Pursuant to Section 181 of the Companies Act, 2013, prior permission of the shareholders is required in the event that the Company contribute to any bona fide charitable and other funds in case any such amount, the aggregate of which, in any financial year exceed five per cent of its average net profits for the three immediately preceding financial years.

Accordingly, it is proposed to obtain the members' approval to contribute to bona fide charitable and other funds not exceeding Rupees Fifteen Crores in any financial year notwithstanding such contribution, in any financial year, exceeds five per cent of the Company's average net profits for the three immediately preceding financial years.

No director, key managerial personnel or their respective relatives is interested or concerned, financially or otherwise, in the resolution.

Your Directors recommend the Ordinary Resolution under Item No.15 for your approval.

Item No.16: Payment of Remuneration to Non-Executive Directors:

The members of the Company at their 11th Annual General Meeting held on September 29, 2010 approved by way of a Special Resolution pursuant to Section 309(4) of the Companies Act, 1956, the payment of remuneration by way of commission to the Non-Executive Directors of the Company, of a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act 1956, for a period of five years commencing April 1, 2011.

In view of Sections 149, 197 and any other relevant provisions of the Companies Act, 2013 coming into effect from 1st April, 2014 and taking into account the roles and responsibilities of the directors, it is proposed that the Directors (other than the

Managing Director (if any) and the Whole-time Directors) be paid remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013. This remuneration will be distributed amongst the Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Companies Act, 2013. This remuneration shall be in addition to fee payable to the Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

Accordingly, a fresh approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 for payment of remuneration by way of commission to the Directors of the Company (other than the Managing Director and Whole-time Directors) commencing from April 1, 2014 as set out in the Resolution at Item No. 16 of the Notice.

The Managing Director, Whole-time Directors and key managerial personnel of the Company and their respective relatives are not concerned or interested, financially or otherwise, in the resolution set out at Item No. 16 of the Notice. Directors other than the Managing Director and the Whole-time Directors of the Company are deemed to be concerned or interested in the resolution to the extent of the remuneration that may be received by them.

Your Directors recommend the above Special Resolution under the Item No.16 for your approval.

By order of the Board

Place: Mumbai
Date : September 04, 2014

V.S. Venkataraman
Company Secretary

