

12<sup>th</sup> April 2024

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 12<sup>th</sup> March 2024 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 Dr. Indu Bhushan (DIN: 09302960) as an Independent Director of the Company.	Special
2.	Appointment of Mr. Mukesh Hari Butani (DIN: 01452839) as an Independent Director of the Company.	Special

The remote e-voting period for the Postal Ballot concluded on Thursday, 11<sup>th</sup> April 2024 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 12<sup>th</sup> April 2024

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, 11<sup>th</sup> April 2024, being the last date specified by the Company for the remote e-voting process.



Continuation Sheet

**DIAGEO**  
INDIA

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>	23 <sup>rd</sup> January 2024
<b>Voting Start Date</b>	13 <sup>th</sup> March 2024
<b>Voting End Date</b>	11 <sup>th</sup> April 2024
<b>Total number of Members as on record date</b>	2,52,021 Members as on 8 <sup>th</sup> March 2024
<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



Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Dr. Indu Bhushan (DIN: 09302960) as an Independent Director of the Company				
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	412221410	406447245	98.5993	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>		<b>412221410</b>	<b>406447245</b>	<b>98.5993</b>	<b>406447245</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	210576744	176529478	83.8314	175310679	1218799	99.3096	0.6904
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>210576744</b>	<b>176529478</b>	<b>83.8314</b>	<b>175310679</b>	<b>1218799</b>	<b>99.3096</b>
Public- Non Institutions	E-Voting	104552699	23828642	22.7910	23816717	11925	99.9500	0.0500
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>104552699</b>	<b>23828642</b>	<b>22.7910</b>	<b>23816717</b>	<b>11925</b>	<b>99.9500</b>
<b>Total</b>		<b>727350853</b>	<b>606805365</b>	<b>83.4268</b>	<b>605574641</b>	<b>1230724</b>	<b>99.7972</b>	<b>0.2028</b>

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	550



Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Mukesh Hari Butani (DIN: 01452839) as a Director (Non-Executive, Independent) of the Company.				
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	412221410	406447245	98.5993	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>		<b>412221410</b>	<b>406447245</b>	<b>98.5993</b>	<b>406447245</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	210576744	176529478	83.8314	165905396	10624082	93.9817	6.0183
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>210576744</b>	<b>176529478</b>	<b>83.8314</b>	<b>165905396</b>	<b>10624082</b>	<b>93.9817</b>
Public- Non Institutions	E-Voting	104552699	23828741	22.7911	23815346	13395	99.9438	0.0562
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>104552699</b>	<b>23828741</b>	<b>22.7911</b>	<b>23815346</b>	<b>13395</b>	<b>99.9438</b>
<b>Total</b>		<b>727350853</b>	<b>606805464</b>	<b>83.4268</b>	<b>596167987</b>	<b>10637477</b>	<b>98.2470</b>	<b>1.7530</b>

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	550



**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 by a resolution passed at the board meeting held on January 23, 2024 for the purpose of scrutinizing the postal ballot process and to submit my report in respect of the following resolutions:

**Resolution 1: Appointment of Dr. Indu Bhushan (DIN: 09302960) as an Independent Director of the Company (Special Resolution):**

*"RESOLVED THAT in accordance with, the provisions of sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company Dr. Indu Bhushan (DIN: 09302960), who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as an Additional Director (Non-Executive, Independent Director) in terms of Section 161 of the Act and who is eligible for appointment as Independent Director with effect from 1<sup>st</sup> March, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations, 2015 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 an Independent Director of the Company for a period of five years, effective from 1<sup>st</sup> March, 2024 to 28<sup>th</sup> February, 2029, and whose office shall not 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



**Resolution 2: Appointment of Mr. Mukesh Hari Butani (DIN: 01452839) as an Independent Director of the Company (Special Resolution):**

**“RESOLVED THAT** in accordance with, the provisions of sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, Mr. Mukesh Hari Butani (DIN: 01452839), who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as an Additional Director (Non-Executive, Independent Director) in terms of Section 161 of the Act and who is eligible for appointment as Independent Director with effect from 1<sup>st</sup> March, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations, 2015 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 an Independent Director of the Company for a period of five years, effective from 1<sup>st</sup> March, 2024 to 28<sup>th</sup> February, 2029, and whose office shall not 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.”

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 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and further circulars issued from time with the latest being General Circular No. 09/2023 dated 25<sup>th</sup> September, 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, 8<sup>th</sup> March, 2024 (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 Wednesday, 13<sup>th</sup> March 2024 at 9.00 AM IST and ended on Thursday, 11<sup>th</sup> April 2024 at 5.00 PM (IST)).
8. Total shareholders with 1,575 Folios holding 60,83,19,813 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	60,55,74,641	12,30,724	550	60,68,05,915
	No. of shareholders (Count)	1,483	92	1	1,576
Resolution 2	Votes	59,61,67,987	1,06,37,477	550	60,68,06,014
	No. of shareholders (Count)	1,415	160	1	1,576

\*Considered as Invalid for not submitting or uploading the board resolution or proper authorization as per instructions mentioned in the notice of postal ballot and as required to be submitted under the provisions of the Companies Act, 2013.

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 Dr. Indu Bhushan (DIN: 09302960) as an Independent Director of the Company (Special Resolution):**

**i) Voted in favor of the resolution:**

Number of members voted through postal ballot (electronic voting system)	Number of Shares	Votes cast	% of total number of valid votes cast
1,483	60,55,74,641		99.80%

**ii) Voted against the resolution:**

Number of members voted through postal ballot (electronic voting system)	Number of Shares	Votes cast	% of total number of valid votes cast
92	12,30,724		0.20%

**Resolution No. 2:**

**Appointment of Mr. Mukesh Hari Butani (DIN: 01452839) as an Independent Director of the Company (Special Resolution):**

**i) Voted in favor of the resolution:**

Number of members voted through postal ballot (electronic voting system)	Number of Shares	Votes cast	% of total number of valid votes cast
1,415	59,61,67,987		98.25%

**ii) Voted against the resolution:**

Number of members voted through postal ballot (electronic voting system)	Number of Shares	Votes cast	% of total number of valid votes cast
160	1,06,37,477		1.75%



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: 12/04/2024



Thanking You

A handwritten signature in blue ink, appearing to read "Sudhir Hulyalkar".

Sudhir Vishnupant Hulyalkar  
Company Secretary in Practice  
Scrutinizer for Postal Ballot  
FCS No: 6040 CP No: 6137  
Peer Review Certificate No. 607/2019  
UDIN: F006040F000105645

For United Spirits Limited

MITAL ARVIND SANGHVI  
Digitally signed by MITAL ARVIND SANGHVI  
Date: 2024.04.12 18:08:30 +05'30'

Mital Sanghvi  
Company Secretary