

United Spirits Limited

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Bengaluru 560 001

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www.diageoindia.com

21st June 2025

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: UNITDSPR

Dear Sirs,

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

Further to our letter dated 21st May 2025 regarding Postal Ballot Notice seeking approval of the members of the Company for the following items:

1. Appointment of Mr. Praveen Someshwar as a Director of the Company
2. Appointment of Mr. Praveen Someshwar as a Managing Director and Chief Executive Officer of the Company and approval of remuneration payable to him for a period of five years

The remote e-voting period for the Postal Ballot concluded on Friday, 20th June 2025, 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 June 2025

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 is deemed to have been passed on Friday, 20th June 2025, being the last date specified by the Company for the remote e-voting process.

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 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

Name of the Company	United Spirits Limited
Date of Postal Ballot Notice	27 th March 2025
Voting Start Date	22 nd May 2025
Voting End Date	20 th June 2025
Total number of Members as on record date	2,60,580 Members as on 9 th May 2025
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



Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Praveen Someshwar (DIN: 01802656) as a 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	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		412221410	406447245	98.5993	406447245	0	100.0000
Public-Institutions	E-Voting	216794329	199698292	92.1142	198797695	900597	99.5490	0.4510
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		216794329	199698292	92.1142	198797695	900597	99.5490
Public- Non Institutions	E-Voting	98335114	6202088	6.3071	6193766	8322	99.8658	0.1342
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		98335114	6202088	6.3071	6193766	8322	99.8658
Total		727350853	612347625	84.1888	611438706	908919	99.8516	0.1484
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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



Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Praveen Someshwar (DIN: U18U2656) as a Managing Director and Chief Executive Officer of the Company and approval of remuneration payable to him for a period of five years				
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	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		412221410	406447245	98.5993	406447245	0	100.0000
Public-Institutions	E-Voting	216794329	199698292	92.1142	193780572	5917720	97.0367	2.9633
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		216794329	199698292	92.1142	193780572	5917720	97.0367
Public- Non Institutions	E-Voting	98335114	6202086	6.3071	6191212	10874	99.8247	0.1753
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		98335114	6202086	6.3071	6191212	10874	99.8247
Total		727350853	612347623	84.1888	606419029	5928594	99.0318	0.9682
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								Add Notes

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



REPORT OF SCRUTINIZER

To:

The Chairman

United Spirits Limited

(CIN: L01551KA1999PLC024991)

Regd. Office- UB Tower' # 24, Vittal Mallya Road, Bangalore - 560001

I, Sudhir V Hulyalkar, Company Secretary in Practice, having my office at 4th Floor, Prabhas Complex, #27/1, S. Kariyappa Road, Basavanagudi, Bangalore- 560004 have been appointed as the Scrutinizer by the Board of Directors of **United Spirits Limited** (CIN- L01551KA1999PLC024991) vide its resolution dated Thursday, 27th March 2025 for the purpose of scrutinising the postal ballot process and to submit my report in respect of the following resolution:

Resolution 1: Appointment of Mr. Praveen Someshwar (DIN: 01802656) as a Director of the Company

“RESOLVED THAT pursuant to the provisions of section 152 and all other applicable provisions 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 Articles of Association of the Company, Mr. Praveen Someshwar (DIN: 01802656), who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as an Additional Director of the Company with effect from 1st April 2025 and who shall hold office up to the date of ensuing Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 and as per Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, whose office shall not be liable to determination by retirement by rotation.”

Resolution 2: Appointment of Mr. Praveen Someshwar as a Managing Director and Chief Executive Officer of the Company and approval of remuneration payable to him for a period of five years

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 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 including any amendment, modification, variation or reenactment thereof and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, appointment of Mr. Praveen Someshwar (DIN: 01802656), who was appointed as Chief Executive Officer – Designate with effect from 1st March 2025

Sudhir Vishnupant Hulyalkar
Company Secretaries



("the appointee"), be and is hereby ratified and confirmed, with the benefit of continuity of service, as a) Managing Director b) Chief Executive Officer and c) Key Managerial Personnel of the Company, for a period of five years with effect from 1st April 2025 to 31st March 2030 on such terms and conditions as set out in this resolution and as specified in the employment letter and at below mentioned remuneration and whose office shall not be liable to determination by retirement by rotation:

Compensation Plan	Amount (INR Per Annum)
Basic Salary	4,70,00,000
Basket of Allowances (BOA)	2,70,00,000
Total Base (Basic+BOA)	7,40,00,000
Company's Contribution to Provident Fund	56,40,000
Target Annual Incentive Form (AIP)	5,92,00,000
Target Cost To Company (CTC) per annum (inclusive of insurance and gratuity as further detailed below)	14,11,51,100

RESOLVED FURTHER THAT the maximum AIP payable would be 200% of on-target opportunity depending on the performance of Mr. Praveen Someshwar as may be recommended by the Nomination and Remuneration Committee and approved by the Board.

RESOLVED FURTHER THAT remuneration mentioned herein shall be payable for a period of five years with effect from 1st April 2025 to 31st March 2030, 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, 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 35 crore per annum (excluding one-time payments/grants set out in the explanatory statement).

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

RESOLVED FURTHER THAT the appointee shall also be entitled to the grant of Diageo Performance Shares Plan (PSP), Diageo Senior Executive Share Option Plan (SESOP), Stock Appreciation Rights (SARs) of the Company or other Long Term Incentive plans (including equity and/or equity linked instruments either of the Company or of Diageo group), 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 and Remuneration Committee, subject to the overall limit on remuneration specified herein.



RESOLVED FURTHER THAT subject to the overall limit on remuneration specified herein, the cost to be borne by the Company effective 1st March 2025 for other Long Term Incentives (including equity and/or equity linked instruments) already granted / to be granted to Mr. Praveen Someshwar, be and is hereby approved.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, remuneration including the perquisites will be paid in accordance with section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the appointment can be terminated by the Company with 12 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 employment letter.

RESOLVED FURTHER THAT Mr. Praveen Someshwar, appointed as Managing Director and Chief Executive Officer, will 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 direction of the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to the above, for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection 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 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 of Postal Ballot of the Company dated March 27th, 2025 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 Rules made thereunder and also read with the relaxations as notified by the circulars issued by the Ministry of Corporate Affairs from time to time and latest circular being General Circular No. 09/2024 dated September 19, 2024 and similar circulars issued by Securities and Exchange Board of India, latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 (hereinafter collectively referred to as 'Circulars') in relation to "clarification on passing of ordinary and special resolutions by companies under the Act and the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").



4. The notice was also made available on the Company's website: www.diageoindia.com and websites of the Stock Exchanges 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") www.evotingindia.com.
5. Members whose names appeared in the Register of Members/Register of Beneficial Owners as on Friday, May 09th, 2025 (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 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 <https://www.evotingindia.com>.
7. The voting commenced on Thursday, May 22nd, 2025 (9.00 A.M. IST) and ended on Friday, June 20th, 2025 (5.00P.M. IST)
8. Total 1724 folios have voted through e-voting. The summary of the votes cast through postal ballot process (E voting) is as under:

PARTICULARS		FOR	AGAINST	ABSTAIN	INVALID	TOTAL
Resolution 1	Votes	611438706	908919	NIL	0	612347625
	No. of shareholders (Counts)	1666	63	NIL	0	1729
Resolution 2	Votes	606419029	5928594	NIL	0	612347623
	No. of shareholders (Counts)	1608	122	NIL	0	1730

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 Mr. Praveen Someshwar (DIN: 01802656) as a Director (Non-Executive Non – Independent Director) of the Company

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
1666	611438706	99.85%

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	908919	0.15%

Resolution No. 2:

Appointment of Mr. Praveen Someshwar as a Managing Director and Chief Executive Officer of the Company and approval of remuneration payable to him for a period of five years

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
1608	606419029	99.03%

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
122	5928594	0.97%

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: 21/06/2025

Countersigned
For United Spirits Limited

Mital Sanghvi
Company Secretary

Thanking You



Sudhir Vishnupant Hulyalkar
Company Secretary in Practice
Scrutinizer for Postal Ballot
FCS No: 6040; CP No: 6137
PR. No. 6166/2024
UDIN: F006040G000641631

