



UNITED SPIRITS LIMITED

(Corporate Identity Number: L01551KA1999PLC024991)
Registered Office: "UB Tower", #24, Vittal Mallya Road, Bangalore 560001, India
Telephone No. 91 80 39856500, 22210705, Fax: 91 80 39856862 www.unitedspirits.in

Postal Ballot No.

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

1.	Name of Sole/First named Shareholder (in Block Letters)	
2.	Name(s) of the Joint holder(s), if any (in Block Letters)	
3.	Registered Address of the Sole/First named Shareholder	
4.	Registered Folio No./ DP ID No. & Client ID No.* <i>(*Applicable to Shareholders holding shares in dematerialized form)</i>	
5.	No. of Share(s) held	

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated May 09, 2014, by sending my/our assent (FOR) or dissent (AGAINST) to the said Special Resolution by placing a tick mark (✓) at the appropriate box below:

Brief Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Special resolution for the sale and transfer of the entire issued share capital of Whyte and Mackay Group Limited, that is presently owned by United Spirits (Great Britain) Limited, an indirect wholly owned subsidiary of the Company to Emperador UK Limited, a subsidiary of Emperador Inc., Philippines for an enterprise value of £430 million in accordance with the terms and subject to the conditions set out in a share sale and purchase agreement between United Spirits (Great Britain) Limited, Emperador UK Limited and Emperador Inc. (as may be amended or modified from time to time) dated May 9, 2014 and an associated tax deed, pursuant to the provisions of Section 180 of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014, Regulation 26 (2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and the Memorandum and Articles of Association of the Company.			

Place:

Date:

(Signature of the Shareholder)

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

Note: Last date for receipt of postal ballot form by the Scrutinizer: July 02, 2014.

INSTRUCTIONS

1. Pursuant to the provisions of Section 110 and 180 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration Rules, 2014 and Regulation 26 (2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, assent or dissent of the Shareholders in respect of the Special Resolution contained in the postal ballot notice is being sought through the postal ballot process.
2. A shareholder entitled to vote and desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballot forms, if sent through courier at the expense of the shareholder, will also be accepted. It is however clarified that Shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the postal ballot form is dispatched to the Scrutinizer.
3. The attached self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. The postal ballot form must be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. Please note that postal ballot shall not be signed by proxy.
5. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing tick mark (✓) in the appropriate column.
6. Incomplete, unsigned or incorrectly filled postal ballot forms will be rejected. The scrutinizer's decision on the validity of the postal ballot will be final and binding.
7. Duly completed postal ballot form should reach the scrutinizer on or before 5.30 p.m. on July 02, 2014. Postal ballot forms received after this date will be strictly treated as if reply from the shareholder has not been received.
8. In case of shares held by companies, trusts, societies etc. the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authority. If the postal ballot form is signed by a 'Power of Attorney' holder for and on behalf of the Shareholder, it must be accompanied by an attested true copy of such 'Power of Attorney'.
9. Voting Rights shall be reckoned on the paid up value of the equity shares registered in the name of the shareholders as on May 22, 2014.
10. Shareholders are requested not to send any paper along with postal ballot form in the enclosed self addressed envelope as the envelope will be sent to the scrutinizer and any extraneous paper found in the envelope would not be acted upon and destroyed by the scrutinizer.
11. There will be one postal ballot form for every 'Registered Folio'/'Client ID', irrespective of the number of joint holders.
12. A shareholder/beneficiary may request for a duplicate postal ballot form, if so required. However, the duly completed duplicate postal ballot form should reach the Scrutinizer not later than the date and time specified in Point No. 7 above.
13. Shareholders are requested to fill the postal ballot form with indelible ink and not by any erasable writing mode.
14. The Chairman and in his absence any person authorized by the Board of Directors will announce the result of the postal ballot at the registered office of the Company at 'UB Tower', #24, Vittal Mallya Road, Bangalore 560 001 on July 04, 2014 at 5.30 p.m. The date of declaration of the results of postal ballot will be taken to be the date of passing of the resolution.
15. The results of the postal ballot along with the scrutinizer's report will be placed on the website of the Company at www.unitedspirits.in.
16. E-Voting: Process of e-voting:

The Company is pleased to provide E-Voting facility as an alternate for members of the Company to enable them to cast their votes electronically instead of through physical postal ballot. E-Voting is optional. In case a member has voted through E-Voting facility, he does not need to send the physical postal ballot form. In case a member votes through E-Voting facility as well as sends his vote through physical vote, the vote cast through physical postal ballot shall only be considered and the voting through E-Voting shall not be considered by the Scrutinizer. Members are requested to refer to the postal ballot notice and notes thereto, for detailed instructions with respect to electronic voting.
17. Shareholders are requested to register their e-mail id with Registrar and Transfer Agent (R&TA) Integrated Enterprises (India) Limited, 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore 560 003 in case of shares held in physical form and to their respective Depository Participants, in case of share held in dematerialised / electronic form.
18. E-voting will commence on June 03, 2014 at 9.30 a.m. and will end on July 02, 2014 at 5.30 p.m.
19. Shareholders holding shares either in physical form or in dematerialized form may cast their vote electronically.