UNITED SPIRITS

Date: July 04, 2014

The Bangalore Stock Exchange Limited
Stock Exchange Towers
51, 1st Cross, J C Road
Bangalore – 560 027.

Dear Sirs,

Re: Notice under Clause 35A and 36 of the Listing Agreement

Sub: Proposed sale and transfer of the entire issued share capital of Whyte and Mackay Group Limited, that is presently held 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 GBP 430 million

This is further to our letter dated May 9, 2014 wherein inter alia we informed you that the Board of Directors of the Company has recommended to the Board of Directors of its indirect wholly owned subsidiary, United Spirits (Great Britain) Limited, to consider the sale of the entire issued share capital of Whyte and Mackay Group Limited to Emperador UK Limited a subsidiary of Emperador Inc., Philippines for an enterprise value of GBP 430 million.

On June 2, 2014, we sent to you 6 copies of the Notice of the Postal Ballot together with Explanatory Statement dispatched to the Members of the Company pursuant to Clause 31 of the Listing Agreement. In terms of the aforesaid Notice of the Postal Ballot and Explanatory Statement, the approval of the Members of the Company was sought as a special resolution by way of Postal Ballot (including e-voting) for the sale and transfer of the entire issued share capital of Whyte and Mackay Group Limited, that is presently held by United Spirits (Great Britain) Limited, an indirect wholly owned subsidiary of the Company, to Emperador UK

United Spirits Limited
Registered Office : 'UB Tower', # 24, Vittal Mallya Road, Bangalore - 560 001, India.
Tel : 91-80 3985 6500, 2221 0705, Fax : 91-80 3985 6862, 3985 6959, 3985 6607
www.unitedspirits.in
Corporate Identity Number : L01551KA1999PLC024991

Limited, a subsidiary of Emperador Inc., Philippines for an enterprise value of GBP 430 million in accordance with the terms and subject to the conditions set out in a share sale and purchase agreement amongst United Spirits (Great Britain) Limited, Emperador UK Limited and Emperador Inc dated May 9, 2014 and an associated tax deed (the "**Proposed Sale**"). This approval of the Members of the Company was sought pursuant to Sections 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.

Further, as indicated in our letter dated June 24, 2014, the Board of Directors of the Company appointed on May 09, 2014 Mr. M.R. Gopinath, Company Secretary in whole time practice as the Scrutinizer for conducting the aforementioned postal ballot voting process in a fair and transparent manner. However, as indicated in our letter dated June 24, 2014, Mr. Gopinath fell sick and was hospitalized. In view of the unfortunate circumstances, the Board of Directors on June 24, 2014 appointed, Ms. Mangala Rohith, Company Secretary in whole time practice as the Scrutinizer in place of Mr. M.R. Gopinath, to complete the postal ballot process initiated by Mr. M.R. Gopinath and submit the Scrutinizer's Report in the event Mr.Gopinath was unable to submit the Scrutinizer's Report within the time period as per the calendar of events submitted to National Securities Depository Limited, in accordance with the provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014.

Ms. Mangala Rohith has now submitted her Report following completion of the scrutiny of postal ballots received from the shareholders on or before the close of business hours on July 02, 2014 and incorporating details of e-votes cast.

Details of the voting results, in the format prescribed under Clause 35A of the Listing Agreement, are annexed hereto. On the basis of the scrutinizer's

report, we note that that the special resolution in connection with the Proposed Sale has been duly approved by the Members of the Company with **the requisite majority** as on date i.e July 04, 2014.

Please note that the proposed sale is subject to the fulfillment of certain conditions precedent including receipt of certain Regulatory approvals.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully
for **UNITED SPIRITS LIMITED**

P.A.

P.A. MURALI
Executive Director

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Encl: as above

Cc: To Stock Exchanges at:
Mumbai (Reg. Off & Corp. Relations Dept.) – Scrip Code 532432
National Stock Exchange, Mumbai

Annexure

SUBMISSION OF DETAILS REGARDING THE VOTING RESULT IN THE FORMAT SPECIFIED UNDER CLAUSE 35A OF THE LISTING AGREEMENT

Date of the Notice of Postal Ballot	:	**09.05.2014**
Total number of shareholders on the Specified Date 22.05.2014	:	**69212**
Number of valid Postal Ballots received:		**1604**
➢ Promoters and Promoter Group	:	**8**
➢ Public	:	**1596**
Details of the Agenda	:	Proposed sale and transfer of the entire issued share capital of Whyte and Mackay Group Limited, that is presently held 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 GBP 430 million in accordance with the terms and subject to the conditions set out in a share sale and purchase agreement amongst United Spirits (Great Britain) Limited, Emperador UK Limited and Emperador Inc dated May 9, 2014 and an associated tax deed.
Resolution Required	:	**Special Resolution**
Mode of Voting	:	Postal Ballot form and E-voting
Result		**Carried with requisite majority**

Continuation Sheet

Promoter / Public	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	55069869	55069869	100.00	55069869	NIL	100.00	NIL
Public - Institutional Holders	63155372	26478629	41.93	26317834	160795	99.39	0.61
Public – Others	27102502	3652676	13.48	3643293	9383	99.74	0.26
Total	145327743	85201174	58.63	85030996	170178	99.80	0.20

UNITED SPIRITS