



UNITED SPIRITS

December 14, 2012

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

Dear Sirs,

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

**Sub: Proposed Preferential Allotment of Shares of the Company to Relay B.V.,
an indirect wholly owned subsidiary of Diageo PLC**

This has reference to our letter dated November 12, 2012, in continuation to our letter dated November 09, 2012, enclosing therewith the Notice of Postal Ballot dated November 09, 2012, proposed to be sent to the members of the Company for seeking their approval by way of Postal Ballot / E-voting in pursuance of Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, for the proposed preferential allotment of 14,532,775 (fourteen million five hundred thirty two thousand seven hundred seventy five) equity shares of face value Rs. 10/- (Rupees Ten Only) each to Relay B.V., an indirect wholly owned subsidiary of Diageo plc, on the terms and conditions contained in the Preferential Allotment Agreement dated November 9, 2012 entered into between the Company, Relay B. V. and Diageo plc.

The Company has subsequently sought the approval of its shareholders by way of special resolution conducted through postal ballot vide notice dated November 9, 2012 pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011. The Board of Directors, pursuant to their resolution dated November 9, 2012, appointed Mr. M. R. Gopinath, Company Secretary in whole-time practice, as the Scrutinizer for conducting this postal ballot voting process. The Scrutinizer has submitted a report following completion of the scrutiny of postal ballots received from the shareholders on or before the close of business hours on December 13, 2012 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.



United Spirits Limited

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

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www.unitedspirits.in

On the basis of the scrutinizer's report, it is announced that the special resolution in the notice dated November 9, 2012 has been duly approved by the shareholders with the requisite majority as on date i.e. December 14, 2012.

The preferential allotment of shares is subject to fulfillment of certain conditions precedent including the receipt of approval from the Competition Commission of India.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully
For **UNITED SPIRITS LIMITED**


V S VENKATARAMAN
Company Secretary

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	: November 09, 2012
Total number of shareholders on the record date (November 13, 2012)	: 86,812
Number of valid Postal Ballots received:-	
o Promoters and Promoter Group	: 13
o Public	: 2044
Details of the Agenda	: Preferential Allotment of equity shares to Relay B V
Resolution Required	: Special Resolution
Mode of Voting	: Postal Ballot Form and E-voting



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	36,336,232	36,336,232	100.00	36,336,232	Nil	100.00	Nil
Public – Institutional holders	66,343,009	27,514,673	41.47	26,595,471	919,202	96.66	3.34
Public-Others	28,115,727	9,263,878	32.95	9,179,669	84,209	99.09	0.91
Total	130,794,968	73,114,783	55.90	72,111,372	1,003,411	98.63	1.37

