

## UNITED SPIRITS LIMITED

Regd. Office: UB Tower, #24 Vittal Mallya Road, Bangalore 560 001

Corporate Identity Number: L01551KA1999PLC024991

**PROCEEDINGS OF THE FIFTEENTH ANNUAL GENERAL MEETING OF  
THE MEMBERS OF THE COMPANY HELD ON TUESDAY, SEPTEMBER 30,  
2014 AT 2.30 P.M. AT LEVEL 1, UB TOWER, #24, VITTAL MALLYA ROAD,  
BANGALORE 560 001**

|                                     |                                                                       |
|-------------------------------------|-----------------------------------------------------------------------|
| Present:                            |                                                                       |
| DR. VIJAY MALLYA                    | Chairman & Member                                                     |
| MR. G.N. BAJPAI                     | Director                                                              |
| MR. ARUNKUMAR RAMANLAL GANDHI       | Director & Chairman – Audit Committee                                 |
| MR. D. SIVANANDHAN                  | Director & Chairman – Stakeholders Relationship Committee             |
| MR. VIKRAM SINGH MEHTA              | Director                                                              |
| DR.(MRS) INDU SHAHANI               | Director                                                              |
| MR. GILBERT GHOSTINE                | Director                                                              |
| MR. RAVI RAJAGOPAL                  | Director                                                              |
| MR. ANAND KRIPALU                   | Managing Director and Chief Executive Officer                         |
| MR. P.A. MURALI                     | Executive Director                                                    |
| UNITED BREWERIES (HOLDINGS) LIMITED | By their authorised representative<br>Mr. Ajay Kumar Vijay            |
| KINGFISHER FINVEST INDIA LIMITED    | By their authorised representative<br>Mr. Ajay Kumar Vijay            |
| MALLYA PRIVATE LIMITED              | By their authorised representative<br>Mr. Anil Pisharody              |
| USL BENEFIT TRUST                   | By their authorised representative<br>Dr. Vijay Mallya                |
| ROSSI & ASSOCIATES PRIVATE LIMITED  | By their authorised representative<br>Mr. P.G. Govindan               |
| DEVI INVESTMENTS PRIVATE LIMITED    | By their authorised representative<br>Mr. Ritesh Shah                 |
| VITTAL INVESTMENTS PRIVATE LIMITED  | By their authorised representative<br>Mr. Anil Pisharody              |
| RELAY B.V.                          | By their authorised representative<br>Mr. Siobhan Moriarty-MacDonnell |
| AND                                 |                                                                       |
| 124                                 | MEMBERS PRESENT IN PERSON AND                                         |
| 40                                  | MEMBERS THROUGH PROXY                                                 |

In terms of Article 132 of the Articles of Association of the Company, Dr. Vijay Mallya, Chairman, took the Chair and as the requisite quorum was present, called the Meeting to Order.

The Chairman mentioned that the Registers as per the Statutory Requirements were laid open at the Meeting.

The Chairman welcomed the Members and addressed the gathering. The Chairman, inter alia, gave an overview of the Alcobev beverage industry, brief details of the performance of the Company including that of the millionaire brands during the year under review and the details of acquisition of majority stake in the equity capital of the Company by Relay B.V., an indirect wholly owned subsidiary of Diageo plc, United Kingdom (UK). He stated that consequently, the Company has now become an indirect subsidiary of Diageo plc, UK.

With the permission of the members present, the Notice convening the Meeting was taken as read.

Since there were qualifications, observations or comments in the Auditor's Report, the Chairman asked the Company Secretary to read out the relevant qualifications, observations or comments in the Auditor's Report as required by Section 145 of the Companies Act, 2013. After the Company Secretary read out the relevant portions from the Auditor's Report, the Chairman read out the error which had unfortunately occurred in Page 23 of the printed Corporate Governance Report section of the Annual Report and the correction thereof:

| Printed as                                                                                                                                                       | Should read as                                                                                                                                                                                                                                              |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| "The Committee, inter alia, has reviewed the financial statement including Auditors' Report for the year ended March 31, 2014 and has recommended its adoption." | "The Committee, inter alia, has reviewed the financial statement including Auditors' Report for the year ended March 31, 2014" along with the management of the Company and has submitted the financial statements to the Board of Directors for approval". |

The Chairman informed the Members that:-

- a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement with the Stock Exchanges, the Company has extended the e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting.

- b) The e-voting period commenced at 9.00 am on September 24, 2014 and ended at 6.00 pm on September 26, 2014 and
- c) Mr.Sudhir Hulyalkar, Company Secretary in Practice was appointed as the Scrutinizer for scrutinizing the e-voting process and he has submitted his report on September 29, 2014.

The Chairman further stated that:

- a) To enable those shareholders who did not have access to e-voting facility or who had not exercised their vote through e-voting, opportunity was being given at this meeting for them to convey their assent or dissent in writing for all the 16 resolutions through the polling paper which had been distributed to the members.
- b) Hence, passing of resolution by show of hands was not applicable.
- c) A member who had voted through e-voting facility would not be entitled to vote at this meeting.
- d) The Ballot box was kept on the left side of the dais and the members, if they so desired, could commence their voting even then and deposit the polling papers, duly completed, in the Ballot box.

The Chairman then briefed the members present of the summary of all the Resolutions contained in the Notice as mentioned below.

| Item No | Particulars                                                                                                                                                                                                    | Type of Resolution |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| 1       | Adoption of Accounts for the financial year ended March 31, 2014 together with the Auditor's Reports & Directors' Report thereon:                                                                              | Ordinary           |
| 2       | Appointment of Dr. Vijay Mallya as a Director                                                                                                                                                                  | Ordinary           |
| 3       | Not to fill as of the current date, the vacancy in the Board of Directors of the Company arising out of the retirement of Mr. Gilbert Ghostine (DIN: 06555302) who has not offered himself for re-appointment. | Ordinary           |
| 4       | Appointment of Statutory Auditors for a term of five years and to fix their Remuneration.                                                                                                                      | Ordinary           |
| 5       | Appointment of Mr. Sudhakar Rao (DIN: 00267211) as an Independent Director for a term of five years.                                                                                                           | Ordinary           |

|    |                                                                                                                                                                                                                           |          |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 6  | Appointment of Mr. D. Sivanandhan (DIN: 03607203) as an Independent Director for a term of five years.                                                                                                                    | Ordinary |
| 7  | Appointment of Dr. (Mrs.) Indu Shahani (DIN: 00112289), as an Independent Director for a term of five years.                                                                                                              | Ordinary |
| 8  | Not to fill as of the current date, the vacancy in the Board of Directors of the Company arising out of Mr. G.N. Bajpai (DIN: 00946138) not offering himself for re-appointment as an Independent Director.               | Ordinary |
| 9  | Not to fill as of the current date, the vacancy in the Board of Directors of the Company arising out of Mr. Arunkumar Ramanlal Gandhi (DIN: 00007957) not offering himself for re-appointment as an Independent Director. | Ordinary |
| 10 | Not to fill as of the current date, the vacancy in the Board of Directors of the Company arising out of Mr. Vikram Singh Mehta (DIN: 00041197) not offering himself for re-appointment as an Independent Director.        | Ordinary |
| 11 | Appointment of Mr. Anand Kripalu (DIN: 00118324) as a Director.                                                                                                                                                           | Ordinary |
| 12 | Appointment of and remuneration payable to Mr. Anand Kripalu as Managing Director and Chief Executive Officer for a period of five years with effect from August 14, 2014                                                 | Special  |
| 13 | Revision in the terms of remuneration payable to Mr. P.A. Murali, Executive Director.                                                                                                                                     | Special  |
| 14 | Approval of the Borrowing Limit upto a sum of Rs.10,000,00,00,000.                                                                                                                                                        | Special  |
| 15 | Approval to contribute to bona fide charitable and other funds upto a sum of Rs.15,00,00,00,000 in any financial year.                                                                                                    | Ordinary |
| 16 | Payment of Remuneration to Non-Executive Directors.                                                                                                                                                                       | Special  |

Thereafter, the Chairman took up the items (except Item No.2) on the Agenda as per the Notice of the Meeting, *ad seriatim*. Since Item No.2 on the Agenda related to his appointment as Director, he requested Mr. G. N Bajpai, Director to take the Chair and continue the meeting for the consideration of the said item. Accordingly, Mr. G.N. Bajpai took the

Chair and continued the proceedings in respect of this item. The Chairman invited comments from Members for each item of the Agenda. There were no comments from the Members for any of the items.

Thereafter, the Chairman appointed Mr. Sudhir Hulyalkar, Company Secretary in Practice as the Scrutinizer for conducting the poll process at this meeting in a fair and transparent manner and stated that the combined results of the voting (both e-voting and physical voting at this meeting) on all the 16 resolutions would be announced within two days at the Registered Office of the Company and the results along with the Scrutinizers Report would be placed on the website of the Company and that of National Securities Depository Limited.

Based on the Scrutinizer's Reports received on both e-voting and poll, the following Ordinary/Special Resolutions were approved by the Members with requisite majority. The result of the e-voting and poll in respect of Item Nos. 1 to 16 of the Notice (as per format attached in Annexure I), forms part of the proceedings.

**Item No.1 Adoption of Accounts for the financial year ended March 31, 2014 together with the Auditor's Reports & Directors' Report thereon:**

**As an Ordinary Resolution:**

"RESOLVED that the Audited Statement of Profit and Loss for the financial year ended March 31, 2014, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon, be and are hereby adopted."

**Item No.2 Appointment of Dr. Vijay Mallya as a Director:**

**As an Ordinary Resolution:**

"RESOLVED that Dr. Vijay Mallya (DIN 00122890), who retires by rotation and being eligible, offers himself for reappointment, be and is hereby appointed as a Director of the Company."

**Item No.3 Not to fill as of the current date, the vacancy in the Board of Directors of the Company arising out of the retirement of Mr. Gilbert Ghostine (DIN: 06555302) who has not offered himself for re-appointment.**

**As an Ordinary Resolution:**

"RESOLVED that the vacancy in the Board of Directors of the Company arising out of the retirement of Mr. Gilbert Ghostine (DIN: 06555302)

who retires by rotation at this AGM and has not offered himself for re-appointment, not be filled up as of the current date."

Item No.4 **Appointment of Statutory Auditors for a term of five years and to fix their Remuneration.**

**As an Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, and pursuant to the recommendation of the Audit Committee of the Board of Directors, **M/s. B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022)**, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the twentieth AGM, subject to ratification of the appointment by the members at every AGM held after this AGM and that the Board of Directors be and are hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors and that such remuneration may be paid on a progressive billing basis to be agreed upon between the Auditors and the Board of Directors."

Item No.5 **Appointment of Mr. Sudhakar Rao (DIN: 00267211) as an Independent Director for a term of five years.**

**As an Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149, 150(2), 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Sudhakar Rao**, Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from September 30, 2014 to September 29, 2019 and who shall not be liable to retire by rotation."

Item No.6 **Appointment of Mr. D. Sivanandhan (DIN: 03607203) as an Independent Director for a term of five years.**

**As an Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149, 150(2), 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. D. Sivanandhan**, Director of the

Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from September 30, 2014 to September 29, 2019 and who shall not be liable to retire by rotation."

Item No.7 **Appointment of Dr. (Mrs.) Indu Shahani (DIN: 00112289), as an Independent Director for a term of five years.**

**As an Ordinary Resolution:**

**"RESOLVED** that **Dr. (Mrs.) Indu Shahani**, who was appointed as an Additional Director by the Board of Directors of the Company on August 14, 2014 and whose period of office expires on the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, pursuant to the provisions of Sections 149, 150(2), 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, to hold office for five consecutive years from September 30, 2014 to September 29, 2019, and who shall not be liable to retire by rotation."

Item No.8 **Not to fill as of the current date, the vacancy in the Board of Directors of the Company arising out of Mr. G.N. Bajpai (DIN: 00946138) not offering himself for re-appointment as an Independent Director.**

**As an Ordinary Resolution:**

**"RESOLVED** that the vacancy in the Board of Directors of the Company arising out of **Mr. G.N. Bajpai**, who was earlier appointed as Independent Director of the Company and liable for retirement by rotation and proposed to be appointed as Independent Director, not liable to retire by rotation, at this Annual General Meeting pursuant to the provisions of Sections 149, 150(2) and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made thereunder, not offering himself for re-appointment, not be filled up as of the current date."

Item No.9 **Not to fill as of the current date, the vacancy in the Board of Directors of the Company arising out of Mr. Arunkumar Ramanlal Gandhi (DIN: 00007957) not offering himself for re-appointment as an Independent Director.**

**As an Ordinary Resolution:**

**"RESOLVED** that the vacancy in the Board of Directors of the Company arising out of **Mr. Arunkumar Ramanlal Gandhi**, who was earlier appointed as Independent Director of the Company and liable to retirement by rotation and proposed to be appointed as Independent Director, not liable to retire by rotation, at this Annual General Meeting pursuant to the provisions of Sections 149, 150(2) and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made thereunder, not offering himself for re-appointment, not be filled up as of the current date."

- Item No.10 **Not to fill as of the current date, the vacancy in the Board of Directors of the Company arising out of Mr. Vikram Singh Mehta (DIN: 00041197) not offering himself for re-appointment as an Independent Director.**

**As an Ordinary Resolution:**

**"RESOLVED** that the vacancy in the Board of Directors of the Company arising out of **Mr. Vikram Singh Mehta**, who was earlier appointed as Independent Director of the Company and liable to retirement by rotation and proposed to be appointed as Independent Director, not liable to retire by rotation, at this Annual General Meeting pursuant to the provisions of Sections 149, 150(2) and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made thereunder, not offering himself for re-appointment, not be filled up as of the current date."

- Item No.11 **Appointment of Mr. Anand Kripalu (DIN: 00118324) as a Director.**

**As an Ordinary Resolution:**

**"RESOLVED** that **Mr. Anand Kripalu (DIN: 00118324)**, who was appointed as an Additional Director by the Board of Directors of the Company on August 14, 2014 and whose period of office expires on the date of this Annual General Meeting, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not subject to retirement by rotation so long as he holds the office of the Managing Director of the Company."

- Item No.12 **Appointment of and remuneration payable to Mr. Anand Kripalu as Managing Director and Chief Executive Officer for a period of five years with effect from August 14, 2014**

**As a Special Resolution:**

**“RESOLVED** that subject to the provisions of Sections 196 and 197, read with Schedule V and other applicable provisions of the Companies Act, 2013, or any statutory modification or re-enactment thereof, **Mr. Anand Kripalu**, be and is hereby appointed as Managing Director and Chief Executive Officer of the Company with effect from August 14, 2014 for a period of five years, on the following terms and conditions:

- |                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|--------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>1 Salary</b>                                                          | Basic Salary of Rs.26,33,890/- per month, with such increments as may be determined by the Board of Directors of the Company from time to time, in the salary range of Rs. 20,00,000/- to Rs. 35,00,000/- per month and with proportionate increase in all benefits related to the quantum of salary.                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>2 Special Allowance</b>                                               | Special Allowance at the rate of 50% of the Basic Salary per month. This will be taken into account for calculation of Provident Fund, Gratuity, Superannuation Benefits and Contribution Improvement Incentive Scheme (CRIIS) or equivalent.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>3 Personal Allowance</b>                                              | Rs. 9,53,400/- per month in the range of Rs. 9,00,000/- to Rs. 16,00,000/- per month.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>4 Contribution Improvement Incentive Scheme (CRIIS) or equivalent</b> | As per the rules framed by the Company in this regard.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>5 Long Term Incentive Plan (LTIP) or equivalent</b>                   | As per the rules framed by the Company in this regard.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>6 Perquisites</b>                                                     | <p>i) Housing–Furnished / unfurnished residential accommodation or house rent allowance of <u>maximum of 50%</u> of basic salary in lieu thereof.<br/>The expenditure incurred by the Company on gas, electricity and water shall be valued as per the Income Tax Rules, 1962.</p> <p>ii) Flexi Compensation Package (FCP):-</p> <p style="padding-left: 20px;">(a) LTA of Rs. 15,500/- per month as per Rules of the Company, as applicable.</p> <p style="padding-left: 20px;">(b) House Maintenance, Repairs and Painting at actuals as per the Company's policy.</p> <p>iii) National Pension Scheme Contribution (NPS) - 10% of the Basic Salary per month as per the Company's rules.</p> <p>iv) Medical Reimbursement – Expenses incurred for</p> |

- Mr.Kripalu and his family, as per the rules of the Company, as applicable.
- v) Club Fees – Fees of clubs subject to a maximum of two clubs. This will include admission and corporate annual membership fees.
  - vi) Group Medclaim Policy – Hospitalisation expenses for Mr.Kripalu and his family as per rules of the Company and as applicable to employees of his grade.
  - vii) Group Term Life Insurance – Life insurance for Mr.Kripalu as applicable to employees of his grade and as per rules of the Company.
  - viii) Personal Accident Insurance – Accident Insurance for Mr. Kripalu as applicable to employees of his grade and as per rules of the Company.
  - ix) Provident Fund – The Company's contribution to Provident Fund shall be as per the Scheme of the Company, as applicable.
  - x) Superannuation/Annuity Fund – The Company's contribution to Superannuation or Annuity Fund shall be in accordance with the Scheme of the Company, as applicable.
  - xi) Gratuity – Payable in accordance with the Rules of the approved Fund of the Company, as applicable.
  - xii) Encashment of leave not availed – As per the Rules of the Company, as applicable.
  - xiii) Provision of cars, cell phone and telephone (at the residence) – Provision of two Company cars with drivers and actual fuel; two mobile phones' expenditure, telephone at residence including internet broadband expenditure as per the Company's policy.
  - xiv) Tax preparation services – Consulting services cost for filing tax returns payable at actuals.
  - xv) Such other benefits, amenities, facilities and perquisites as per the rules of the Company, as applicable and as may be permitted by the Board of Directors of the Company.

In addition to the above, Mr. Kripalu is eligible to benefits under the Diageo Associated Companies Share Incentive Plan ("DACSIP" or the "Plan"). DACSIP is a discretionary benefit offered by the Diageo Group for the benefit of the employees of its associate companies. The Plan is an incentive for the employees' future performance and commitment to

the goals of the Diageo Group. Shares purchased or received, any cash received and any gains obtained under the Plan are not part of salary for any purpose (except to any extent required by statute). There will be no cost to the Company on account of Mr. Kripalu's eligibility under the DACSIP. For avoidance of doubt, DACSIP does not involve any shares of the Company.

Provided that the remuneration payable to Mr. Kripalu (including salary, Special Allowance, Personal Allowance, Contribution Improvement Incentive Scheme (CRIIS) or equivalent, Long Term Incentive Plan (LTIP) or equivalent, Perquisites, Benefits, Amenities and Facilities) shall be subject to the provisions laid down in Section 197 and Schedule V of the Companies Act, 2013 or any other statutory provisions, modifications and re-enactments thereof.

**FURTHER RESOLVED** that the remuneration as aforesaid by way of Salary, Special Allowance, Personal Allowance, Contribution Improvement Incentive Scheme (CRIIS) or equivalent, Long Term Incentive Plan (LTIP) or equivalent, perquisites, benefits, amenities and facilities shall be paid and provided as "minimum remuneration" to Mr. Anand Kripalu notwithstanding the absence or inadequacy of profits in any financial year of the Company during the tenure of his office as the Managing Director of the Company, subject to the approval of the Central Government, if required.

**FURTHER RESOLVED** that, the Managing Director, Mr. Anand Kripalu 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 supervision of the Board of Directors of the Company.

**FURTHER RESOLVED** that Mr Anand Kripalu shall not be subject to retirement by rotation so long as he continues as Managing Director of the Company."

|       |                                                      |
|-------|------------------------------------------------------|
| Item  | Revision in the terms of remuneration payable to Mr. |
| No.13 | P.A. Murali, Executive Director.                     |

**As a Special Resolution:**

"**RESOLVED** that in partial modification of the resolution No.8, passed at the 14<sup>th</sup> Annual General Meeting of the Company held on September 24, 2013, the terms of remuneration of Mr. P.A. Murali, Executive Director, be and is hereby revised as under with effect from April 1, 2014 and shall remain in force till the end of his tenure as Executive Director i.e. up to July 03, 2018:

- 1 **Salary**  
Basic Salary of Rs.18,65,000/- per month (from April 01, 2014 to June 30, 2014) and Rs.25,93,390/- per month (from July 2014 onwards), with such increments as may be determined by the Board of Directors of the Company from time to time, in the salary range of Rs.18,00,000/- to Rs.30,00,000/- per month and with proportionate increase in all benefits related to the quantum of salary.
- 2 **Special Allowance**  
Special Allowance at the rate of 50% of the Basic Salary per month. This will be taken into account for calculation of Provident Fund, Gratuity, Superannuation Benefits and Contribution Improvement Incentive Scheme (CRIIS) or equivalent.
- 3 **Personal Allowance**  
Rs.4,13,150/- per month (from April 01, 2014 to June 30, 2014) and Rs.4,22,150/- per month (from July 01, 2014 onwards) in the range of Rs.4,00,000/- to Rs.8,00,000/- per month.
- 4 **Performance Evaluation Payment \***  
Of such percentage of Basic Salary plus Special Allowance per annum as may be evaluated by the Board of Directors of the Company, in accordance with the rules of the Company in this regard.  
  
\* This element of remuneration has been withdrawn from July 01, 2014 and is merged with Basic Salary and other linked components.
- 5 **Contribution Improvement Incentive Scheme (CRIIS) or equivalent**  
As per the rules of the Company framed in this regard.
- 6 **Long Term Incentive Plan (LTIP) or equivalent**  
As per the rules of the Company framed in this regard.
- 7 **Perquisites**
  - i) Housing—Furnished/ Unfurnished residential accommodation or house rent allowance of maximum of 50% of salary in lieu thereof. (reduced from 60% to 50% w.e.f. July 01, 2014)  
The expenditure incurred by the Company on gas, electricity, water and fuel shall be valued as per the Income Tax Rules, 1962.
  - ii) Flexi Compensation Package (FCP):-

(a) LTA of Rs.15,500/- per month as per rules of the Company, as applicable.

(b) Lunch vouchers of Rs.2,500/- per month, as per rules of the Company, as applicable.<sup>#</sup>

<sup>#</sup> This element of remuneration has been withdrawn from July 01, 2014 and is merged with personal allowance.

(c) House Maintenance, Repairs and Painting at actuals as per the Company's policy.

iii) National Pension Scheme Contribution (NPS)- 10% of the Basic Salary per month as per the Company's rules.

iv) Medical Reimbursement – Expenses incurred for Mr. Murali and his family, as per the rules of the Company, as applicable.

v) Club Fees – Fees of clubs subject to a maximum of two clubs. This will include admission and corporate annual membership fees.

vi) Group Mediclaim Policy – Hospitalisation expenses for Mr. Murali and his family as per rules of the Company applicable to employees of his grade in the Company.

vii) Group Term Life Insurance – Life insurance for Mr. Murali as applicable to employees of his grade and as per rules of the Company.

viii) Personal Accident Insurance – Accident insurance for Mr. Murali as applicable to his grade and as per rules of the Company.

ix) Provident Fund – The Company's contribution to Provident Fund shall be as per the Scheme of the Company, as applicable.

x) Superannuation/Annuity Fund – The Company's contribution to Superannuation or Annuity Fund shall be in accordance with the Scheme of the Company, as applicable.

xi) Gratuity – Payable in accordance with the Rules of the approved Fund of the Company, as applicable.

xii) Encashment of leave not availed – As per the Rules of the Company, as applicable.

xiii) Provision of cars, cell phone and telephone (at the residence) – Provision of two Company cars with drivers and actual fuel, two mobile phones' expenditure, telephone at residence

including internet broadband expenditure as per the Company's policy.

xiv) Such other benefits, amenities, facilities and perquisites as per the rules of the Company, as applicable and as may be permitted to the Executive Director, by the Board of Directors of the Company.

**FURTHER RESOLVED** that the revised remuneration payable to Mr. P.A. Murali (including Salary, Special Allowance, Personal Allowance, Performance Evaluation Payment, Contribution Improvement Incentive Scheme (CRIIS) or equivalent, Long Term Incentive Plan (LTIP) or equivalent, Perquisites, Benefits, amenities and facilities) shall be subject to the provisions laid down in Section 197 read with Schedule V of the Companies Act, 2013 or any other statutory provisions, modifications and re-enactments thereof.

**FURTHER RESOLVED** that one-time bonus of Rs.5 Crores paid during the financial year 2014-15 to Mr. P.A. Murali, Executive Director be and is hereby approved.

**FURTHER RESOLVED** that the remuneration as aforesaid by way of Salary, Special Allowance, Personal Allowance, Performance Evaluation Payment, Contribution Improvement Incentive Scheme (CRIIS) or equivalent, Long Term Incentive Plan (LTIP) or equivalent, Perquisites, Benefits, amenities, facilities and the one-time bonus of Rs.5 crores (Rupees Five Crores only) as approved by the Board (and paid during the financial year 2014-15), shall be paid and provided as "Minimum Remuneration" to Mr. Murali, notwithstanding the absence or inadequacy of profits in any financial year of the Company during the tenure of his office as the Executive Director of the Company, subject to the approval of the Central Government, if required.

**FURTHER RESOLVED** that all other terms and conditions of appointment of Mr Murali as Executive Director, as approved by the shareholders at the Fourteenth Annual General Meeting of the Company shall remain unchanged except to the extent revised as above.

**FURTHER RESOLVED** that the Board of Directors of the Company or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Item No.14    **Approval of the Borrowing Limit upto a sum of Rs.10,000,00,00,000**

**As a Special Resolution:**

**“RESOLVED** that in supersession of the ordinary resolution passed by the members under the erstwhile provisions of Section 293(1)(d) of the Companies Act, 1956 at the 7<sup>th</sup> Annual General Meeting of the Company held on December 28, 2006, the consent of the members of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, and other applicable law, if any, to borrow for and on behalf of the Company moneys in any manner from any Bank(s) and/or Public Financial Institution(s) as defined under Section 2(72) of the Companies Act, 2013 and/or any Foreign Financial Institution(s) and/or any other entity/entities or authority/authorities and/or through suppliers credit, securities, instruments such as Floating Rate Notes, Fixed Rate Bond, Syndicated Loan, etc., and/or through credit from official agencies and/or by way of Commercial borrowings from the Private Sector window of Multilateral Financial Institutions either in Indian Rupees or in such other Foreign Currency as may be permitted by applicable law from time to time as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs.10,000,00,00,000 (Rupees Ten Thousand Crores only) or equivalent thereof in Foreign Exchange (inclusive of such premium as may be fixed on the Securities) as may be required in future for the Company's activities and/or for general corporate purposes including Capital Expenditure, Working Capital requirements, strategic investment, any mergers, demergers, amalgamations, acquisitions, re-constructions or rearrangements or any other re-organisations as the Board may deem fit for the purpose of the business of the Company and whether the same be secured or not and if secured whether by way of mortgage, charge, hypothecation, pledge or otherwise in any manner whatsoever in respect of all or any of the Company's assets and properties, book debts and stock-in-trade including raw materials, stores, parts or components in stock or in transit, notwithstanding that the moneys so borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed Rs.10,000,00,00,000 (Rupees Ten Thousand Crores only).”

- Item No.15    **Approval to contribute to bona fide charitable and other funds upto a sum of Rs.15,00,00,000 in any financial year.**

**As an Ordinary Resolution:**

**"RESOLVED** that pursuant to the provisions of Section 181 of the Companies Act, 2013, and other applicable provisions, if any, the Board of Directors of the Company be and is hereby authorized to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, sports, exhibition, national, public or any other institutions, objects or purposes or other funds not directly relating to the business of the Company or the welfare of its employees, from time to time in any financial year to the extent of Rs.150,000,000/- (Rupees Fifteen Crores only) notwithstanding that such contributions of the Company, in any financial year, may exceed 5% of the average net profits of the Company for the three immediately preceding financial years."

**Item No.16    Payment of Remuneration to Non-Executive Directors.**

**As a Special Resolution:**

**"RESOLVED** that pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Directors, other than the Managing Director (if any) or the Director(s) in the whole time employment of the Company, be paid every year a remuneration not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, which amount they may apportion among themselves in any manner they deem fit, in addition to sitting fees, reimbursement of expenses for participation in the Board and other meetings, if any, payable to each Director for every Meeting of the Board or Committee thereof attended by him/her, and that this Resolution remain in force from April 01, 2014 until revoked."

The combined results of the e-voting and poll were announced by the Company Secretary (authorised by the Chairman to announce the results on his behalf) on September 30, 2014 at the Registered Office of the Company and the results along with the Scrutinizer's Report were also placed on the website of the Company and that of National Securities Depository Limited.

**DR. VIJAY MALLYA  
CHAIRMAN**

ANNEXURE I

**RESULTS OF THE COMBINED ELECTRONIC VOTING AND POLL ON THE  
ORDINARY AND SPECIAL BUSINESSES AT THE ANNUAL GENERAL MEETING  
OF THE COMPANY HELD ON SEPTEMBER 30, 2014**

On the basis of the Scrutinizer's Report for e-voting dated September 29, 2014 and the Scrutinizer's Report for the poll dated September 30, 2014 conducted at the Annual General Meeting, the summary of which is mentioned below, the Company Secretary (authorised by the Chairman to announce the results on his behalf) announced the results of voting on September 30, 2014 that all the resolutions for the Ordinary and Special businesses as set out in Item Nos.1 to 16 of the Notice of the Fifteenth Annual General Meeting of the Company have been duly passed with the requisite majority.

| Item No | Resolutions proposed at the AGM                                                                                                                                                        | Votes in favour |        | Votes against |       | Invalid votes |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|--------|---------------|-------|---------------|
|         |                                                                                                                                                                                        | No of Shares    | %      | No of Shares  | %     | No of Shares  |
| 1       | Adoption of Accounts for the year ended March 31, 2014 and the Reports of the Auditors and Directors thereon. (Ordinary Resolution)                                                    | 100348048       | 98.190 | 1850120       | 1.810 | 1354435       |
| 2       | Appointment of a Director in place of Dr. Vijay Mallya (DIN 00122890), who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution).            | 95432802        | 93.519 | 6613478       | 6.481 | 2709972       |
| 3       | Not to fill as of the current date, the vacancy in the Board of Directors of the Company arising out of the retirement of Mr. Gilbert Ghostine (DIN: 06555302) who retires by rotation | 102222634       | 99.999 | 592           | 0.001 | 2219598       |

|   |                                                                                                                                                                                                                                    |           |        |        |       |         |
|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------|--------|-------|---------|
|   | and has not offered himself for re-appointment. (Ordinary Resolution).                                                                                                                                                             |           |        |        |       |         |
| 4 | Appointment of Statutory Auditors and to fix their Remuneration. (Ordinary Resolution).                                                                                                                                            | 102099932 | 99.926 | 75170  | 0.074 | 1639148 |
| 5 | Appointment of Mr. Sudhakar Rao (DIN: 00267211) as an Independent Director for a term of five years. (Ordinary Resolution).                                                                                                        | 101699968 | 99.488 | 523422 | 0.512 | 2219598 |
| 6 | Appointment of Mr. D. Sivanandhan (DIN: 03607203) as an Independent Director for a term of five years. (Ordinary Resolution).                                                                                                      | 101699950 | 99.488 | 523442 | 0.512 | 2219598 |
| 7 | Appointment of Dr. (Mrs.) Indu Shahani (DIN: 00112289), as an Independent Director for a term of five years. (Ordinary Resolution).                                                                                                | 102222591 | 99.999 | 787    | 0.001 | 2219598 |
| 8 | Not to fill as of the current date, the vacancy in the Board of Directors of the Company arising out of Mr. G.N. Bajpai (DIN: 00946138) not offering himself for re-appointment as an Independent Director. (Ordinary Resolution). | 101145648 | 99.999 | 852    | 0.001 | 2219598 |
| 9 | Not to fill as of the current date, the                                                                                                                                                                                            | 101145753 | 99.999 | 804    | 0.001 | 2219598 |

|    |                                                                                                                                                                                                                                           |           |        |         |       |         |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------|---------|-------|---------|
|    | vacancy in the Board of Directors of the Company arising out of Mr. Arunkumar Ramanlal Gandhi (DIN: 00007957) not offering himself for re-appointment as an Independent Director. (Ordinary Resolution).                                  |           |        |         |       |         |
| 10 | Not to fill as of the current date, the vacancy in the Board of Directors of the Company arising out of Mr. Vikram Singh Mehta (DIN: 00041197) not offering himself for re-appointment as an Independent Director. (Ordinary Resolution). | 101145548 | 99.999 | 1002    | 0.001 | 2219598 |
| 11 | Appointment of Mr. Anand Kripalu (DIN: 00118324) as a Director. (Ordinary Resolution).                                                                                                                                                    | 98272241  | 96.148 | 3936758 | 3.852 | 1946165 |
| 12 | Appointment of and remuneration payable to Mr. Anand Kripalu as Managing Director and Chief Executive Officer. (Special Resolution).                                                                                                      | 101919367 | 99.715 | 291204  | 0.285 | 2231966 |
| 13 | Revision in the terms of remuneration payable to Mr. P.A. Murali, Executive Director. (Special Resolution).                                                                                                                               | 100415202 | 98.243 | 1795787 | 1.757 | 1652605 |
| 14 | Approval of the Borrowing Limit. (Special Resolution).                                                                                                                                                                                    | 101496046 | 99.301 | 714938  | 0.699 | 1852693 |
| 15 | Approval to contribute to bona fide charitable and                                                                                                                                                                                        | 96098464  | 94.020 | 6112614 | 5.980 | 2231966 |

|    |                                                                                      |           |        |         |       |         |
|----|--------------------------------------------------------------------------------------|-----------|--------|---------|-------|---------|
|    | other funds.<br>(Ordinary Resolution).                                               |           |        |         |       |         |
| 16 | Payment of<br>Remuneration to<br>Non-Executive<br>Directors. (Special<br>Resolution) | 100135572 | 97.958 | 2087845 | 2.042 | 2219598 |