

**UNITED SPIRITS**

May 27, 2013

BSE Limited,
P.J. Towers,
Dalal Street,
Mumbai 400 001
Scrip Code: 532432

The National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumbai 400 051
Scrip Code: McDOWELL-N

Bangalore Stock Exchange Limited,
P. B. No. 27024
51, Stock Exchange Towers
1st Cross, J. C. Road
Bangalore 560 027
Scrip Code: McDowell

Re: Issue and allotment of 14,532,775 Equity Shares of Rs.10/- each on preferential basis to Relay B.V., in terms of the Preferential Allotment Agreement entered into between Relay B.V., the Company and Diageo plc.

Dear Sirs,

We wish to inform you that the Board of Directors of the Company at its meeting held on Monday May 27, 2013, approved the issue and allotment of 14,532,775 equity shares of face value of Rs.10/- each at a price of Rs.1,440/- per share (including a premium of Rs.1,430/- per equity share) of United Spirits Limited (the "Equity Shares") to Relay B.V., an indirect wholly owned subsidiary of Diageo plc., ("Relay") on a preferential basis in terms of the Preferential Allotment Agreement entered into between Relay, the Company and Diageo plc on November 9, 2012 and pursuant to the approval of the shareholders through postal ballot on December 14, 2012 by way of special resolution, for an aggregate amount of Rs.20,927,196,000/- (Rupees two thousand ninety two crores seventy one lakhs and ninety six thousand only) and in accordance with applicable law.

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

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Consequent to the above allotment, the paid up share capital of the company stands increased to Rs. 1,453,277,430/- (Rupees One Hundred Forty Five Crores Thirty Two Lakhs Seventy Seven Thousand Four Hundred and Thirty only) divided into 145,327,743 equity shares of Rs.10/- each from the existing paid up equity share capital of Rs.1,307,949,680/- (One Hundred Thirty Crores Seventy Nine Lakhs Forty Nine Thousand Six Hundred and Eighty only) divided into 130,794,968 equity shares of Rs.10/- each. Following the issue and allotment of the Equity Shares to Relay, Relay will hold 10% of the post issue paid up capital of the Company.

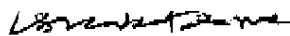
We understand that a total of 58,668 shares ("Tendered Shares") have been tendered by the public shareholders of the Company and accepted by Relay B.V. in the open offer which closed on April 26, 2013. As of May 27, 2013 these shares are in the process of being transferred to Relay B.V. and immediately subsequent to the transfer of the Tendered Shares, Relay B.V. will hold 14,591,443 shares in the Company (constituting 10.04% of its post issue paid up share capital).

A certified true copy of the resolution passed by the Board of Directors of United Spirits Limited held on Monday May 27, 2013 is enclosed for your information and record.

Kindly take the above notification on record, and the same may be treated as compliance under applicable Clause(s) of the Listing Agreement.

Thanking you.

Yours faithfully,
for **UNITED SPIRITS LIMITED**



V. S. VENKATARAMAN
Company Secretary

Encl: Certified copy of the Board Resolution.



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Certified true copy of the resolution passed at the Meeting of the Board of Directors of the Company held in Bangalore on Monday, May 27, 2013

The Chairman informed the Board, that the Company on November 9, 2012 entered into a preferential allotment agreement with Relay B.V. and Dlageo plc, ("PAA") in terms of which, subject to the receipt of necessary statutory and other approvals, the Company agreed to issue and allot, on a preferential basis 1,45,32,775 (One Crore Forty Five Lakhs Thirty Two Thousand Seven Hundred and Seventy Five) equity shares of face value of Rs.10 (Rupees Ten) each (the "Shares") at a price not less than Rs. 1440 (Rupees One Thousand Four Hundred and Forty) per equity share to Relay B.V.

The Chairman drew the attention of the Board to (i) the resolution passed by the Board on November 9, 2012 in connection with the preferential allotment of the Shares to Relay B.V.; and (ii) the special resolution of the shareholders of the Company passed by way of postal ballot on December 14, 2012 approving the preferential issue of the Shares to Relay B.V.

The Chairman further informed the Board that the issuance and allotment of the Shares in terms of the PAA was subject to the satisfaction or waiver of various conditions which included (i) receipt of regulatory approval from the Competition Commission of India; (ii) in-principle approvals of BSE Limited, National Stock Exchange of India Limited and Bangalore Stock Exchange Limited; and (iii) certain third party consents.

The Chairman also informed the Board that in accordance with the terms of the PAA, each of the conditions (including the conditions listed above) to issue and allot the Shares have been satisfied or waived and consequently the Company is required to issue and allot the Shares to Relay B.V.

The Chairman informed the Board that the Company has received the subscription amount of Rs.2092,71,96,000/- (Rupees Two Thousand Ninety Two Crores Seventy One Lakhs and Ninety Six Thousand only) by way of Demand Draft No.010511 from Relay B.V. dated as of May 23, 2013 towards the issue and allotment of the Shares.

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After discussion and deliberation, the Board unanimously passed the following resolutions:

"RESOLVED THAT, pursuant to Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, the listing agreements entered into between the Company and the stock exchanges where the equity shares of the Company are listed, applicable law, and pursuant to the receipt of subscription consideration of Rs.2092,71,96,000/- (Rupees Two Thousand Ninety Two Crores Seventy One Lakhs and Ninety Six Thousand only) (the "**Subscription Amount**") from Relay B.V., approval of the Board be and is hereby accorded for the issue and allotment of 1,45,32,775 equity shares of face value of Rs.10/- each of the Company bearing Distinctive numbers from 130794979 to 145327753 (the "**Shares**") to Relay B.V., an indirect wholly owned subsidiary of Diageo plc in accordance with the terms of the Preferential Allotment Agreement dated November 9, 2012 ("**PAA**") executed between the Company, Relay B.V. and Diageo plc, at a price of Rs. 1,440/- (Rupees One Thousand Four Hundred and Forty) per Share, aggregating to the Subscription Amount.

"RESOLVED FURTHER THAT the Shares allotted as above shall rank *pari passu* with the existing equity shares of the Company and shall be entitled to such dividends and corporate benefits, if any, as declared by the Company from time to time".

"RESOLVED FURTHER THAT the Equity Shares in respect of the aforesaid be issued to Relay B.V. in dematerialised form".

"RESOLVED FURTHER THAT the approval of the Board be and is hereby granted to each of Dr. Vijay Mallya, Chairman, Mr. Ashok Kapoor, Managing Director, Mr.P.A.Murali, Joint President & Chief Financial Officer, Mr. V.S.Venkataraman, Company Secretary, Mr. S.N.Prasad, Senior Vice President – Finance and Mr. B.L. Akshara, Senior Manager- Secretarial, of the Company to, in each case, jointly and severally;

1. submit applications and execute relevant agreements / documents with the National Securities Depository Limited/ Central Depository Services (India) Limited in connection with issuing the Shares in a dematerialised form and credit of the Shares into the demat account of Relay B.V. ;



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2. negotiate, finalise and execute such other agreements and documents as may be necessary, including letter of allotment in respect of the Equity Shares
3. sign and submit the letter of application and other deeds, documents and instruments in connection with the listing and trading of the Shares on the Bangalore Stock Exchange Limited, BSE Limited and the National Stock Exchange of India Limited and to do all such acts, deeds, matters and things as they in their reasonable discretion may deem necessary or desirable;
4. to sign and file the Return of Allotment of Equity Shares in the prescribed form with the Registrar of Companies, Karnataka and in accordance with the applicable Indian foreign exchange laws, sign and file the relevant documents in connection with the issue and allotment of the Shares with the authorised dealer and/or the Reserve Bank of India as the case may be; and
5. do all such acts, deeds and things, appoint such advisors and consultants and execute all such agreements, letters, forms and other documents on behalf of the Company as may be necessary or as they or any of them may consider appropriate to give effect to these resolutions, including but not limited to filing applications or forms with the relevant governmental, regulatory or other authorities including judicial courts/quasi judicial courts or tribunals, signing, stamping, executing and/or dispatching the receipts, notices, petitions, affidavits and other documents, and doing all other actions for completing or complying with the conditions, pursuant to or in connection with the transactions contemplated under the foregoing".

"RESOLVED FURTHER THAT a certified copy of the foregoing resolutions be furnished, as may be required, under the signatures of any one of the Directors or the Company Secretary of the Company".

Certified true



V.S.VENKATARAMAN
Company Secretary