

CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT DATED APRIL 22, 2014
WITH RESPECT TO THE OPEN OFFER TO THE PUBLIC SHAREHOLDERS OF
UNITED SPIRITS LIMITED

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This corrigendum announcement (“Corrigendum”) is being issued by JM Financial Institutional Securities Limited and HSBC Securities and Capital Markets (India) Private Limited, the managers to the Offer (“Managers”) for and on behalf of Relay B.V. (“Acquirer” / “Relay”) and Diageo plc (“PAC” / “Diageo”), pursuant to and in accordance with the SEBI (SAST) Regulations. This Corrigendum is to be read together with the public announcement issued on April 15, 2014 (“Public Announcement”) and the Detailed Public Statement dated April 22, 2014 (“DPS”) that was published on April 23, 2014 and filed with the Securities and Exchange Board of India (“SEBI”).

SEBI has issued its comments on the draft letter of offer dated April 28, 2014 (“DLoF”) to the Managers vide its letter number CFD/DCR/SKS/14416/2014 dated May 21, 2014. The Managers are in the process of updating the DLoF and shall dispatch the letter of offer (“LoF”) to the Public Shareholders whose name appears on the register of members on the Identified Date in accordance with the timelines specified below.

Capitalized terms used herein but not specifically defined shall have the same meaning ascribed to such terms in the DPS.

The shareholders of the Target Company are requested to kindly note the following information relating to the Offer:

1. The revised schedule of activities pertaining to the Offer is set forth below:

	Schedule of activities as per the DPS	Revised schedule of activities as per the DLoF and LoF
Activity	Date & Day	
Date of the Public Announcement	April 15, 2014 – Tuesday	April 15, 2014 – Tuesday
Date of publication of the Detailed Public Statement	April 23, 2014 – Wednesday	April 23, 2014 – Wednesday
Filing of the Draft Letter of Offer with SEBI	May 2, 2014 – Friday	April 28, 2014 – Monday
Last date for a competing offer(s)	May 19, 2014 – Monday	May 19, 2014 – Monday
Last date for SEBI observations on the Draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Managers)	May 26, 2014 – Monday	May 21, 2014 – Wednesday
Identified Date* (as defined below)	May 28, 2014 – Wednesday	May 23, 2014 – Friday
Date by which the Letter of Offer is to be dispatched to the Public Shareholders whose name appears on the register of members on the Identified Date	June 4, 2014 – Wednesday	May 30, 2014 – Friday
Latest date for revising the Offer Price / Offer Size	June 5, 2014 – Thursday	June 2, 2014 – Monday
Last date by which the committee of the independent directors of the Target Company shall give its recommendation to the shareholders of the Target Company for this Offer	June 9, 2014 – Monday	June 4, 2014 – Wednesday
Date of publication of Offer opening public announcement in the newspapers in which the Detailed Public Statement has been published	June 10, 2014 – Tuesday	June 5, 2014 – Thursday
Date of commencement of the Tendering Period (Offer Opening Date)	June 11, 2014 – Wednesday	June 6, 2014 – Friday
Date of closure of the Tendering Period (Offer Closing Date)	June 24, 2014 – Tuesday	June 19, 2014 – Thursday
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the shareholders of the Target Company	July 8, 2014 – Tuesday	July 3, 2014 – Thursday
Last date for publication of post-Offer public announcement in the newspapers in which the Detailed Public Statement has been published	July 15, 2014 – Tuesday	July 10, 2014 – Thursday

**The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the LoF would be posted. It is clarified that, subject to paragraphs 2 and 3 under Statutory and Other Approvals of Part VII of the DLoF and the LoF, all the Public Shareholders (registered or unregistered) of the Target Company are eligible to participate in the Offer at any time prior to the expiry of the Tendering Period.*

2. We wish to clarify that no open offer is being made to the shareholders of Pioneer Distilleries Limited (“PDL”), which is a subsidiary of the Target Company. In the letter of offer dated August 22, 2013 filed in respect of the open offer made by Relay, Diageo and United Spirits Limited (i.e. the Target Company under this Open Offer) to the public shareholders of PDL, it was stated that *“With the coming into effect of the SHA (as defined below) on July 4, 2013, Diageo and Relay are identified as part of the ‘Promoter and Promoter Group’ of USL and consequently this Offer is being made pursuant to Regulation 3(1), Regulation 4 and Regulation 5 of the SEBI (SAST) Regulations to the Public Shareholders of the Target Company”*. Pursuant to the SHA coming into effect, Relay and Diageo took control of the Target Company and open offer was made to the public shareholders of PDL in accordance with Regulation 3(1), Regulation 4 and Regulation 5 of the SEBI (SAST) Regulations. Post the completion of the open offer, the Target Company’s stake in PDL increased from 81.58% to 86.35% thereby resulting in indirect acquisition of 86.35% of the voting rights in PDL and indirect control of PDL by Relay and Diageo. As per Regulation 5(1) of the SEBI (SAST) Regulations, *“For the purposes of regulation 3 and regulation 4, acquisition of shares or voting rights in, or control over, any company or other entity, that would enable any person and persons acting in concert with him to exercise or direct the exercise of such percentage of voting rights in, or control over, a target company, the acquisition of which would otherwise attract the obligation to make a public announcement of an open offer for acquiring shares under these regulations, shall be considered as an indirect acquisition of shares or voting rights in, or control over the target company”*. This Open Offer by Relay and Diageo to the Public Shareholders of the Target Company does not result in any further acquisition of shares or voting rights in, or control over, PDL, as Relay and Diageo are already in indirect control of PDL. Accordingly, there is no requirement for Relay and Diageo to make a further open offer to the public shareholders of PDL.
3. Paragraph I (3) (2) of the DPS has been amended and should read as follows:
- “Relay, an indirect wholly owned subsidiary of Diageo plc, is the single largest shareholder of United Spirits Limited holding 28.78% of the Voting Share Capital (as defined below) and entitled to certain voting commitments under the terms of the SHA as mentioned in paragraph I (1) (1.1) (7) above. Further, out of 10 directors on the board of directors of the Target Company, 4 directors (which includes the Chief Financial Officer) are the nominees of Relay. The Chief Executive Officer of the Target Company is also a nominee of Relay. The nominees of the Acquirer on the board of directors of the Target Company shall not participate in any deliberations of the board of directors of the Target Company or vote on any matter in relation to the Open Offer.”*
4. Paragraph I (3) (4) of the DPS has been amended and should read as follows:
- “All the Equity Shares are listed on each of the Stock Exchanges, are frequently traded in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations and are not currently suspended from trading on any of the Stock Exchanges. Global depository shares issued by USL are listed on the Luxembourg Stock Exchange (“Global Depository Shares”). Two Global Depository Shares represent one Equity Share. As of March 31, 2014, 769,319 Equity Shares were held by custodians against which Global Depository Shares have been issued and it is hereby clarified that these Equity Shares held by custodians are included for the purpose of the determination of the Voting Share Capital. There are no outstanding shares that have been issued but not listed on at least one of the Stock Exchanges.”*
5. The other material updates from the date of the Public Announcement are as follows:
- a. At a meeting of the board of directors of the Target Company held on April 30, 2014, the board appointed Anand Kripalu as the Chief Executive Officer of the Target Company with effect from May 1, 2014. The board of directors of the Target Company is yet to consider Anand Kripalu’s induction to the board as a director or his appointment as the managing director of the Target Company. Mr. Ashok Capoor has ceased to be the managing director and director of the Target Company with effect from May 1, 2014, and from the same date he has assumed the role of President – Strategy of the Target Company for a year.
- b. At a meeting of the board of directors of the Target Company held on May 9, 2014, the board 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 Emperor UK Limited, a subsidiary of Emperor Inc., the leading Philippines based integrated manufacturer and distributor of brandy as well as other alcoholic beverages, for an enterprise value of GBP 430 million and upon the terms and subject to the conditions set out in a share sale and purchase agreement between United Spirits (Great Britain) Limited, Emperor UK Limited and Emperor, Inc and an associated tax deed. United Spirits (Great Britain) Limited has approved the sale and entered into the share sale and purchase agreement with Emperor UK Limited and Emperor, Inc. The sale is subject to necessary Indian and UK regulatory approvals and shareholder approvals, including an approval by RBI since the sale will result in a significant write-off of loan amounts recoverable by the Target Company from its overseas subsidiary. The Target Company shall issue a postal ballot notice and explanatory statement to its shareholders to seek their approval in due course as required. The postal ballot notice and explanatory statement, once issued, are required to be placed by the Target Company on its website and also sent by the Target Company to the Stock Exchanges.
- c. On May 15, 2014, the Target Company has informed the Stock Exchanges that due to unavoidable circumstances, the consideration of the audited financial results of the Target Company for the year ended March 31, 2014 and recommendation of dividend, if any, would not be taken up at the board meeting scheduled on May 16, 2014 as advised to the Stock Exchanges, and that the Target Company shall inform the Stock Exchanges, in due course, of the revised date of the board meeting in which the audited financial results of the Target Company for the year ended March 31, 2014 and declaration of dividend, if any, will be considered.
- d. The SLPs against the December 20 Order which are currently listed for final disposal were listed on April 28, 2014, but were not taken up for hearing. The next date of hearing is September 9, 2014.

All other terms and conditions of the Offer remain unchanged. The Acquirer and the PAC and their respective directors (as applicable) accept full responsibility for the information contained in this Corrigendum (other than such information as has been obtained from public sources) and also accept full responsibility for their obligations under the Offer and shall be jointly and severally liable for ensuring compliance with the SEBI (SAST) Regulations.

A copy of this Corrigendum is expected to be available on the website of SEBI (www.sebi.gov.in). For further details, please refer to the LoF to be issued by the Acquirer and the PAC.

Issued on behalf of the Acquirer and the PAC by the Managers	
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Place : Mumbai
Date : May 24, 2014

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