ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(7) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, ("SEBI (SAST) REGULATIONS") WITH RESPECT TO THE OPEN OFFER TO THE PUBLIC SHAREHOLDERS OF

UNITED SPIRITS LIMITED

REG. OFFICE OF UNITED SPIRITS LIMITED: UB TOWER. #24, VITTAL MALLYA ROAD, BANGALORE - 560 001
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This advertisement ("**Offer Opening Public Announcement**") is being issued by JM Financial Institutional Securities Private Limited, the manager to the Offer ("**Manager**" / "**JM Financial**") for and on behalf of the Acquirer and the PACs, in compliance with Regulation 18(7) of the SEBI (SAST) Regulations. The Offer Opening Pubic Announcement is to be read together with the Public Announcement dated November 9, 2012, the Detailed Public Statement that was published on November 20, 2012, the announcement dated February 10, 2013 and the Letter of Offer dated March 28, 2013. The Detailed Public Statement with respect to the Offer was published in the Economic Times (all editions), English national daily, Navbharat Times (all editions), Hindi national daily, Maharashtra Times (Mumbai edition), Marathi regional daily and Samyukta Karnataka (Bangalore edition), Kannada regional daily.

Capitalized terms not defined herein shall have the meaning as assigned to such terms in the Public Announcement, the Detailed Public Statement or the Letter of Offer. Public Shareholders may please note the following

Offer Price

The Offer Price is ₹ 1,440.00 per Equity Share. The same is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following parameters

SL. No.	Details	₹
A	The highest negotiated price per Sale Share of USL (as per the SPA) attracting the obligation of the Open Offer	1,440.00
B	The price per Preferential Share under the PAA attracting the obligation of the Open Offer	1,440.00
C	The volume weighted average price paid or payable per Equity Share by the Acquirer or the PACs during the fifty two weeks immediately preceding the date of the PA	NA
D	The highest price paid or payable per Equity Share for any acquisition by the Acquirer or the PACs during the twenty six weeks immediately preceding the date of the PA	NA
E	The volume weighted average market price of the Equity Shares during the sixty trading days immediately preceding the date of the PA as traded on NSE, being the stock exchange on which the Equity Shares were most frequently traded for the said period	1,095.97
F	The volume weighted average market price of the Equity Shares during the sixty trading days immediately preceding December 14, 2012, being the date of the shareholder approval for the allotment of the Preferential Shares, as traded on the NSE, being the stock exchange on which the Equity Shares were most frequently traded for the said period	1,429.61

(Source: CA certificate dated November 9, 2012 and December 21, 2012 issued by Deloitte Haskins & Sells, Chartered Accountants, registration number 117365W)

As described in the announcement dated February 10, 2013, the Offer Price would be paid together with interest computed at the rate of 10 per cent per annum on the Offer Price from March 19, 2013 till the date of actual payment to all the Public Shareholders who successfully tender their Equity Shares in the Offer.

Recommendation of the Committee of Independent Directors of USL

The committee of independent directors ("**IDC**") of USL has recommended that Offer Price to the Public Shareholders of USL is fair and reasonable as on the 'Agreement Date' being November 9, 2012. The IDC's recommendation was published on April 2, 2013 in the same newspapers where the DPS was published. Summary of the recommendation is provided below:

1. The constitution of the IDC was as under:
    a. Mr.G.N.Bajpai - Chairman of the IDC;
    b. Mr.M.R.Doraiswamy Iyengar;
    c. Mr.B.M.Labroo;
    d. Mr.Sudhindar Krishan Khanna; and
    e. Mr.Sreedhara Menon
2. The IDC opined that the Offer Price is in compliance with requirements under the SEBI (SAST) Regulations and is fair and reasonable as on the Agreement Date. However the shareholders should independently evaluate the Offer and take informed decision in the matter.
3. The IDC took into consideration the following in making their recommendation:
    a. Based on the review of the PA, DPS, DLoF and the announcement dated February 10, 2013, the Offer Price is in line with the SEBI (SAST) Regulations and prima facie appears to be justified;
    b. Offer Price is higher than the volume weighted average price of the Equity Shares for a period of 60 trading days immediately preceding the date of the PA and the date of receipt of the shareholder approval in accordance with Regulation 8(2) of the SEBI (SAST) Regulations;
    c. Offer Price represents a premium of 36.6 per cent to the closing price of the Equity Shares as on September 24, 2012, one day prior to the date on which Diageo and the Target Company issued a joint announcement in respect of possible transactions for Diageo to acquire an interest in the Target Company;
    d. Offer Price also represents a premium of 7.2 per cent to the closing price of the Equity Shares on November 8, 2012, one day prior to the date of the PA; and
    e. The IDC had sought external financial advice from Morgan Stanley India Company Private Limited who advised the IDC that as of the Agreement Date, the Offer Price is fair from a financial point of view to the public shareholders of Target Company.

Other Details of the Offer

1. The Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
2. The Letter of Offer dated March 28, 2013 has been dispatched as of April 3, 2013 to all the Public Shareholders whose name appeared in the register of members on March 25, 2013, the Identified Date.
3. The Letter of Offer and the Form of Acceptance cum Acknowledgement is available on the SEBI website (www.sebi.gov.in). In case of non-receipt of the Letter of Offer, Public Shareholders including those who have acquired Equity Shares after the Identified Date, if they so desire, may download the Letter of Offer or the Form of Acceptance cum Acknowledgement from SEBI's website. Further, Public Shareholders may also participate by submitting an application on plain paper giving the following details
    a. In case of Public Shareholders holding Equity Shares in physical form
        (i) Name(s), addresses and signature of the holder(s)
        (ii) Number of Equity Shares being tendered, distinctive number and folio numbers of such Equity Shares
        (iii) Original share certificates
        (iv) Valid transfer forms duly signed by all holder(s) in same order and as per the specimen signature(s) registered with and duly witnessed at the appropriate places
        (v) A copy of the PAN card, power of attorney, corporate authorization (including board resolution / specimen signature) and no objection certificate / tax clearance certificates from income tax authorities, as applicable
    b. In case of Public Shareholders holding Equity Shares in dematerialized form
        (i) Name(s), addresses and signature of the holder(s)
        (ii) Number of Equity Shares being tendered, distinctive number and folio numbers of such Equity Shares
        (iii) A photocopy of the delivery instruction slip in "off-market" mode or counterfoil of the delivery instruction slip in "off-market" mode, duly acknowledged by the relevant DP
        (iv) Public Shareholders having beneficiary account in CDSL must use an inter-depository delivery instruction for the purpose of crediting their Equity Shares in favour of the escrow depository account with NSDL
        (v) A copy of the PAN card, power of attorney, corporate authorization (including board resolution / specimen signature) and no objection certificate / tax clearance certificate from income tax authorities, as applicable

    Please note that in each case, where the aforesaid documents have not been submitted but the Equity Shares have been transferred to the Open Offer Escrow Demat Account, the Equity Shares shall be deemed to have been accepted for all resident Public Shareholders.

    For the purpose of the Offer, the Registrar to the Offer has opened the Open Offer Escrow Demat Account in the name and style of "Relay BV-USL Open Offer Escrow Demat Account" with DSP Merrill Lynch Limited as the Depository Participant in NSDL. The DP ID is IN302638 and the Client ID is 10065531.
4. SEBI vide letter number CFD/DCR/TO/DV/OW/2756/2013 dated January 31, 2013 and letter number CFD/DCR/TO/DV/OW/6070/2013 dated March 12, 2013 ("**SEBI Observations**") has issued the observations on the Draft Letter of Offer with respect to the Offer. The SEBI Observations have been duly incorporated in the Letter of Offer.

    With respect to the above, please further note that in light of the SEBI Observations in relation to the Put Right, the parties to the SHA i.e. UBHL, KFIL, the Acquirer and Diageo have vide amendment agreement to the SHA dated March 4, 2013, deleted the provisions in relation to the Put Rights in the SHA.

Material Updates from date of the Public Announcement

1. The shareholders of the Target Company have vide special resolution dated December 14, 2012 (passed by way of postal ballot) approved the issuance and allotment of the Preferential Shares to the Acquirer.
2. The Manager vide letter dated February 4, 2013 sought the clarification regarding the timing of the preferential allotment. SEBI vide letter dated March 8, 2013 has clarified and permitted the Acquirer to subscribe to Preferential Shares within a period of 15 days from the completion of the Offer.
3. There are no other material updates in relation to the Offer since the date of the PA.

Status of the Statutory and other approvals

German Anti-Trust Authority

1. The Acquirer vide notification dated December 7, 2012 sought the approval of the German Anti-Trust Authority for the subscription to the Preferential Shares and the acquisition of the Sale Shares and, if applicable, the Additional Shares and the acquisition of the Offer Shares.
2. The German Anti-Trust Authority vide letter dated January 7, 2013 has permitted the completion of the Transaction as well as acquisition of the Offer Shares.

Competition Commission of India

1. The Acquirer and the Target Company, vide notice dated December 5, 2012 sought the approval of the CCI in respect of the various matters described in the said notice.
2. The CCI vide its order dated February 26, 2013 granted its approval for the acquisition of control over the Target Company by the Acquirer and the acquisition of Equity Shares within a period of 5 years up to 53.4 per cent in the share capital of the Target Company by the Acquirer by any of the modes stated in the notice and other documents submitted to the CCI in this respect.

Reserve Bank of India

1. The Acquirer vide letter dated December 11, 2012 sought the approval / exemption, as applicable of the RBI in respect of and amongst various matter contained therein, the acquisition of the Sale Shares and, if applicable, the Additional Shares at the Sale Price.
2. The RBI vide its letter dated March 21, 2013 has *inter-alia* conveyed its 'no-objection' to the acquisition of the relevant Sale Shares and, if applicable, the Additional Shares at the Sale Price, subject to the condition that the Acquirer may seek RBI approval, if the actual transfer is delayed beyond 6 months from the date of the SPA. The Acquirer has as of the date of the Letter of Offer applied to the RBI seeking certain amendments to the 'no-objection' letter issued by the RBI, including in relation to timeline for the completion of the transfer of the Sale Shares and, if applicable, the Additional Shares, under the SPA.

Revised Schedule of Activities

Activity	Original Date & Day	Revised Date & Day
Date of Public Announcement	November 9, 2012 - Friday	November 9, 2012 - Friday
Date of publication of the Detailed Public Statement	November 20, 2012 - Tuesday	November 20, 2012- Tuesday
Last date for a competing offer(s)	December 12, 2012 - Wednesday	December 12, 2012 - Wednesday
Identified Date*	December 21, 2012 - Friday	March 25, 2013 - Monday
Dispatch completion date of the Letter of Offer	December 31, 2012 - Monday	April 3, 2013 - Wednesday
Date of commencement of Tendering Period (Offer Opening Date)	January 7, 2013 - Monday	April 10, 2013 - Wednesday
Date of expiry of Tendering Period (Offer Closing Date)	January 18, 2013 - Friday	April 26, 2013 - Friday
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	February 1, 2013 - Friday	May 13, 2013 - Monday

** The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be mailed. It is clarified that all the Public Shareholders (registered or unregistered) of the Target shall be eligible to participate in the Offer at any time prior to the closure of the Offer.*

The Acquirer intends to complete the acquisition of the Sale Shares and, if applicable, the Additional Shares in accordance with the terms of the SPA and in any event not later than twenty six weeks from the completion of the Offer or such extended period as may be permitted by SEBI in accordance with the proviso to Regulation 22(3) of the SEBI (SAST) Regulations. Also see paragraph 2 in the section titled "*Material Updates from date of the Public Announcement*" herein above with regards to the completion of subscription to the Preferential Shares by the Acquirer.

A copy of this Offer Opening Public Announcement shall also be available on the website of SEBI (www.sebi.gov.in).

Issued on behalf of the Acquirer and the PACs by the Manager

JM FINANCIAL

JM Financial Institutional Securities Private Limited
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Email: lakshmi.lakshmanan@jmfl.com

Place: Mumbai
Date: April 8, 2013

Size: 36x24 cms