

United Spirits Limited

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23rd July 2024

1. BSE Limited

Listing Department

Dalal Street,

Mumbai 400 001

Scrip Code: 532432

2. National Stock Exchange of India Ltd

Exchange Plaza, C-1 Block G,

Bandra Kurla Complex,

Bandra East, Mumbai- 400051

Scrip Code: UNITDSPR

Dear Sirs,

Sub: Disclosure pursuant to regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the board of directors of United Spirits Limited (the “**Company**”) at its meeting held today has inter-alia approved investments in:

- a. V9 Beverages Private Limited (CIN: U51909DL2020PTC372714) (“**Sober**”) by subscribing to 1,972 Compulsory Convertible Preference Shares (“**CCPS**”) and 10 equity shares of Sober equivalent to 15% of its issued and paid-up share capital on a fully diluted basis for an aggregate consideration of INR 2.29 crore.
- b. Indie Brews and Spirits Private Limited (CIN: U15530TN2022PTC149956) (“**Quaffine**”) by subscribing to 4,016 Compulsory Convertible Preference Shares (“**CCPS**”) and 10 equity shares of Quaffine equivalent to 25% of its issued and paid-up share capital on a fully diluted basis for an aggregate consideration of INR 5 crore.

The details required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023 are enclosed for Sober and Quaffine as “Annexure A” and “Annexure B” respectively.



The meeting commenced at 14:00 hours IST and concluded at 19:23 hours IST.

This is for your information and records.

Thank you,

For United Spirits Limited

Mital Sanghvi
Company Secretary

Encl: as above

Annexure A

Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

A. Disclosures under Clause 1 of Para A, Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to share subscription:

No.	Required Details	Particulars
a)	Name of the target entity details in brief such as size, turnover etc.	V9 Beverages Private Limited (“ Sober ”), whose turnover and net worth as per audited financials for the year ended 31 March 2023 were INR 0.59 Cr and INR (0.21) Cr respectively.
b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter / promoter group / group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	The proposed investment would not fall within the meaning of related party transaction. Further, promoter / promoter group / group companies have no interest in Sober.
c)	Industry to which the entity being acquired belongs	As a zero-alcohol beverage company, Sober is engaged in the business of developing, producing, marketing and selling zero-proof alcohol beverages under the brand name “Sober”.
d)	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	Sober is a zero-proof alcohol beverage brand. It aims to give consumers a wider choice of drinks on social/ personal occasions. With this investment, the Company continues partnering with breakthrough start up entrepreneurs to experiment in the emerging consumer trends of the category.
e)	Brief details of any governmental or regulatory approvals required for the acquisition	None

No.	Required Details	Particulars
f)	Indicative time period for completion of the acquisition	On or before 23 rd October 2024
g)	Nature of consideration - whether cash consideration or share swap and details of the same	Cash consideration
h)	Cost of acquisition or the price at which the shares are acquired	INR 2,29,41,095.04
i)	Percentage of shareholding / control acquired and / or number of shares acquired	<p>Subscribing to 1,972 Compulsory Convertible Preference Shares (“CCPS”) and 10 equity shares of Sober equivalent to 15% of its issued and paid-up share capital on a fully diluted basis for INR 2,29,41,095.04</p> <p>Further, upon Sober achieving certain pre-agreed milestones within a defined time period, the definitive agreements provide for an option on the part of Company to acquire remaining shares held by other shareholders at a pre-determined valuation methodology.</p>
j)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>Sober was founded by Mr. Vansh Pahuja and Mr. Aditya Aggarwal (first generation entrepreneurs), who tapped into the demand traction witnessed in the non-alcoholic beverage market.</p> <p>Sober was incorporated on 4th November 2020 and started commercial operations of its distilled, non-alcoholic drink business in October 2021.</p> <p>Its products are Sober Gin, Sober Rum & Sober Whiskey (Distilled non -alcoholic drinks).</p> <p>The value of sales made by Sober for last 3 years are as follows:</p> <p>FY 21-22 : INR 0.16 Cr FY 22-23 : INR 0.59 Cr FY 23- 24: INR 0.56 Cr (un-audited)</p>

No.	Required Details	Particulars
		Currently, the entire revenue of Sober is from India.

B. Disclosures under Clause 5 of Para A, Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to Share Subscription and Shareholder Agreement (“SSHA”):

No.	Required Details	Particulars
a)	Name(s) of parties with whom the agreement is entered	The SSHA dated 23 rd July 2024 was entered into <i>inter-alia</i> between the Company, Sober and Mr. Vansh Pahuja and Mr. Aditya Aggarwal.
b)	Purpose of entering into the agreement	The SSHA sets out the understanding between the parties with respect of issuance and allotment of the securities and the rights and obligations of the parties in connection therewith.
c)	Shareholding, if any, in the entity with whom the agreement is executed	As mentioned above, the Company will subscribe to 1,972 (one thousand nine hundred seventy-two) CCPS and 10 (ten) equity shares of Sober, constituting equivalent to 15% of the paid-up share capital of Sober (on a fully diluted basis).
d)	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>The Company has various customary investor protection rights under the SSHA, including the right to currently appoint one director and an observer to the board of Sober, a list of reserved matters in relation to Sober which require the affirmative approval of the Company, pre-emptive and superior rights in connection with future issuances of shares, call option / put option upon the occurrence of an event of default, etc. The Company also has the right of first refusal, tag-along right and drag along right in connection with any proposal by the promoters of Sober to transfer shares in Sober to a third party.</p> <p>The promoters of Sober as per the SSHA have a right of first offer in case of any proposal by the</p>

		Company to transfer shares in Sober to a third party.
e)	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	The promoter / promoter group / group companies of the Company have no interest in Sober.
f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	The Company's investment in Sober is not a related party transaction.
g)	In case of issuance of shares to the parties, details of issue price, class of shares issued	The Company will subscribe to 1,972 CCPS and 10 equity shares of Sober equivalent to 15% of its issued and paid-up share capital on a fully diluted basis for INR 2,29,41,095.04
h)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	N.A.
i)	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; and d) details of amendment and impact thereof or reasons of termination and impact thereof.	N.A.

Annexure B

Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

A. Disclosures under Clause 1 of Para A, Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to share subscription:

No.	Required Details	Particulars
k)	Name of the target entity details in brief such as size, turnover etc.	Indie Brews and Spirits Private Limited (“ Quaffine ”), whose turnover and net worth as per audited financials for the year ended 31 March 2023 were INR 0.60 Cr and INR (0.01) Cr respectively.
l)	Whether the acquisition would fall within related party transaction(s) and whether the promoter / promoter group / group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	The proposed investment would not fall within the meaning of related party transaction. Further, promoter / promoter group / group companies have no interest in Quaffine.
m)	Industry to which the entity being acquired belongs	As an alcohol beverage company, Quaffine is engaged in the business of development, marketing and selling specialty cold brew coffee liqueur.
n)	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	Quaffine is a mid-proof alcohol in the premium craft segment. It uses Indian coffee beans and has the potential to cater to a wider drinking occasion, where casual-moderate drinking is on the rise. With this investment, the Company continues partnering with breakthrough start up entrepreneurs to experiment in the emerging consumer trends of the category.

No.	Required Details	Particulars
o)	Brief details of any governmental or regulatory approvals required for the acquisition	None
p)	Indicative time period for completion of the acquisition	On or before 23 rd October 2024
q)	Nature of consideration - whether cash consideration or share swap and details of the same	Cash consideration
r)	Cost of acquisition or the price at which the shares are acquired	INR 5,00,00,021.28
s)	Percentage of shareholding / control acquired and / or number of shares acquired	<p>Subscribing to 4,016 Compulsory Convertible Preference Shares (“CCPS”) and 10 equity shares of Quaffine equivalent to 25% of its issued and paid-up share capital on a fully diluted basis for INR 5,00,00,021.28.</p> <p>Further, upon Quaffine achieving certain pre-agreed milestones within a defined time period, the definitive agreements provide for an option on the part of Company to acquire remaining shares held by other shareholders at a pre-determined valuation methodology.</p>
t)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>Quaffine was founded by Mr. Isaac Vivek Mani and Mr. Olson Pereira, who are seasoned professionals with a combined experience of over 35 years in food and beverages industry.</p> <p>Quaffine was incorporated on 14th February 2022 and started commercial operations of its speciality alcohol beverage business in September 2022.</p> <p>The value of sale made by Quaffine for last 3 years is as follows:</p> <p>FY 21-22 : INR NIL FY 22-23 : INR 0.60 Cr FY 23-24: INR 0.56 Cr (unaudited)</p>

No.	Required Details	Particulars
		Approximately, 93% of the revenue is generated from local sales in India. Additionally, Quaffine's products are available in Kenya and Thailand.

B. Disclosures under Clause 5 of Para A, Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to Share Subscription and Shareholder Agreement (“SSHA”):

No.	Required Details	Particulars
a)	Name(s) of parties with whom the agreement is entered	The SSHA dated 23 rd July 2024 was entered into between the Company, Quaffine, the promoters of Quaffine, i.e., Mr. Isaac Vivek Mani and Mr. Olson Pereira (“ Quaffine Promoters ”) and the existing shareholders of Quaffine.
b)	Purpose of entering into the agreement	The SSHA sets out the understanding between the parties with respect of issuance and allotment of the securities and the rights and obligations of the parties in connection therewith.
c)	Shareholding, if any, in the entity with whom the agreement is executed	As mentioned above, the Company will subscribe to 4,016 (four thousand sixteen) CCPS and 10 (ten) equity shares of Quaffine, constituting equivalent to 25% of the paid-up share capital of Quaffine (on a fully diluted basis).
d)	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	The Company has various customary investor protection rights under the SSHA, including the right to appoint one director and an observer to the board of Quaffine, a list of reserved matters in relation to Quaffine which require the affirmative approval of the Company, pre-emptive and superior rights in connection with future issuances of shares, call option / put option upon the occurrence of an event of default, etc. The Company also has the right of first refusal, tag-along right and drag along right in connection

		<p>with any proposal by the Quaffine Promoters or the existing shareholders to transfer shares in Quaffine to a third party.</p> <p>The Quaffine Promoters have a right of first offer in case of any proposal by the Company to transfer shares in Quaffine to a third party.</p>
e)	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	The promoter / promoter group / group companies of the Company have no interest in Quaffine.
f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”	The Company’s investment in Quaffine is not a related party transaction.
g)	In case of issuance of shares to the parties, details of issue price, class of shares issued	The Company will subscribe to 4,016 CCPS and 10 equity shares of Quaffine equivalent to 25% of its issued and paid-up share capital on a fully diluted basis for INR 5,00,00,021.28
h)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	N.A.
i)	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; and d) details of amendment and impact thereof or reasons of termination and impact thereof.	N.A.