



May 14, 2013

1. Department of Corporate Services,
BSE Limited
Floor 25, P J Towers,
Dalal Street,
Mumbai - 400 001
2. National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
3. Bangalore Stock Exchange Limited
No. 51, Stock Exchange Towers,
1st Cross, J C Road,
BANGALORE - 560 027.

HEINEKEN UK Limited

2-4 Broadway Park
South Gyle Broadway
Edinburgh EH12 9JZ

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www.heineken.co.uk

Registered office:

2-4 Broadway Park
South Gyle Broadway
Edinburgh EH12 9JZ

Registered in Scotland:
No: SC065527

Dear Sir,

Sub: Disclosure of Shareholding under Regulation 29 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers), Regulations, 2011.

In accordance with the requirements of Regulation 29 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 (SEBI Regulations), we enclose our disclosure in the prescribed formats in respect of allotment of 84,89,270 Equity Shares constituting 3.21% of the paid-up equity share capital of United Breweries Limited, allotted to us in pursuance of the Scheme of Amalgamation between Scottish & Newcastle India Pvt. Ltd. and United Breweries Ltd. approved by the Hon'ble High Court of Judicature at Bombay and Hon'ble High Court of Karnataka.

Though this does not tantamount to "acquisition" of shares by us as the aforesaid allotment is in pursuance of the Scheme of Amalgamation approved by the Hon'ble High Courts, we are filing this disclosure by way of abundant caution.

We request you to treat it as our compliance of aforesaid provisions of SEBI Regulations.

Thanking you,

For HEINEKEN UK LIMITED


Director / Authorized Signatory

Jos van der Burg

Encl: As above

Copy to: United Breweries Limited,
Bangalore

Format for Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	United Breweries Limited	
2.	Name of the acquirer(s)	<p>Acquirer</p> <p>1. Heineken UK Limited</p> <p>Persons Acting in Concert (PAC)</p> <p>1. Dr. Vijay Mallya 2. Dr. Vijay Mallya and Sidhartha V Mallya 3. Dr. Vijay Mallya and Ritu Mallya 4. United Breweries (Holdings) Limited 5. McDowell Holdings Limited 6. Kamsco Industries Pvt. Limited 7. Pharma Trading Company Pvt. Limited 8. The Gem Investment & Trading Co. Pvt. Limited 9. Mallya Pvt. Limited 10. Devi Investment Pvt. Limited 11. Vittal Investment Pvt. Limited 12. Heineken International B.V 13. UB Overseas Limited 14. United Spirits Limited 15. Scottish & Newcastle India Limited 16. VJM Investments Pvt. Limited</p>	
3.	Name of the stock exchange where shares of the TC are listed	<p>1. BSE Limited 2. National Stock Exchange of India Limited 3. Bangalore Stock Exchange Limited</p>	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Allotment of equity shares pursuant to the Scheme of Amalgamation of Scottish & Newcastle India Private Limited with United Breweries sanctioned by the High Court of Bombay and High Court of Karnataka on 2 nd November 2012 and 17 th January 2013 respectively. §	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Pursuant to regulation 10(1)(d)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, – Whether disclosure was made and whether it was made within the timeline specified under the regulations. – Date of filing with the stock exchange.	Not Applicable (N.A.)	
7.	Details of acquisition	Disclosures required	Whether the

		to be made under regulation 10(5)	disclosures under regulation 10(5) are actually made		
	a. Name of the transferor / seller	N.A.			
	b. Date of acquisition				
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above				
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC				
	e. Price at which shares are proposed to be acquired / actually acquired				
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t. to total share capital of TC	No. of shares held	% w.r.t. to total share capital of TC
	- Each Acquirer / Transferee(*) Heineken UK Limited ⁸	Nil	Nil	84,89,270	3.21%
	- Each Seller / Transferor ⁸	N.A.	N.A.	N.A.	N.A.

⁽⁸⁾ Scottish & Newcastle India Private Limited (SNIPL) held 84,89,270 equity shares representing 3.21% of the total paid up share capital of United Breweries Limited (UBL). The Hon'ble High Court of Judicature at Bombay and High Court of Karnataka by Orders dated 2nd November 2012 and 17th January 2013 respectively sanctioned the Scheme of Amalgamation (the Scheme) of Scottish & Newcastle India Private Limited with United Breweries Limited. Upon filing of the Order of the Karnataka High Court by UBL with the Registrar of Companies, Karnataka on 18th April 2013, the Scheme became effective, and SNIPL ceased to hold 84,89,270 Equity Shares in UBL. UBL has allotted 84,89,270 Equity Shares of Re.1 each representing 3.21% of the total paid up share capital of UBL to the shareholder of SNIPL i.e., Heineken UK Limited (HUK) against 3,22,23,912 Equity Shares of Rs.10 each held by HUK in SNIPL.

Place: Livingston
Date: 14th May 2013

For HEINEKEN UK LIMITED

Director / Authorized Signatory

Jos van der Breg

Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	United Breweries Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<p>Acquirer</p> <p>Heineken UK Limited</p> <p>Persons Acting in Concert (PAC)</p> <ol style="list-style-type: none"> 1. Dr. Vijay Mallya 2. Dr. Vijay Mallya and Sidhartha V Mallya 3. Dr. Vijay Mallya and Ritu Mallya 4. United Breweries (Holdings) Limited 5. McDowell Holdings Limited 6. Kamsco Industries Pvt. Limited 7. Pharma Trading Company Pvt. Limited 8. The Gem Investment & Trading Co. Pvt. Limited 9. Mallya Pvt. Limited 10. Devi Investment Pvt. Limited 11. Vittal Investment Pvt. Limited 12. Heineken International B.V 13. UB Overseas Limited 14. United Spirits Limited 15. Scottish & Newcastle India Limited 16. VJM Investments Pvt. Limited 		
3. Whether the acquirer belongs to Promoter/Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	<ol style="list-style-type: none"> 1. BSE Limited 2. National Stock Exchange of India Limited 3. Bangalore Stock Exchange Limited 		
5. Details of the acquisition of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
<u>Before the acquisition under consideration, holding of:</u>			
a) Shares carrying voting rights	19,78,34,670	74.82%	Not Applicable
b) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Not Applicable
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Not Applicable
Total (a+b+c)	19,78,34,670	74.82	Not Applicable

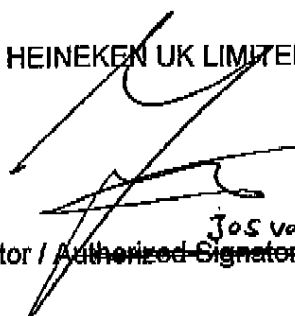
<u>Details of acquisition</u>			
a) Shares carrying voting rights acquired	84,89,270	3.21%	Not Applicable
b) VRs acquired otherwise than by equity shares	Nil	Nil	Not Applicable
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	Nil	Nil	Not Applicable
Total (a+b+c)	84,89,270	3.21%	Not Applicable
<u>After the acquisition, holding of:-</u>			
a) Shares carrying voting rights	19,78,34,670	74.82%	Not applicable
b) VRs otherwise than by equity shares	Nil	Nil	Not applicable
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Not applicable
Total (a+b+c)	19,78,34,670	74.82%	Not applicable
6. Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Allotment of equity shares pursuant to the Scheme of Amalgamation of Scottish & Newcastle India Private Limited with United Breweries sanctioned by the High Court of Bombay and High Court of Karnataka dated 2 November 2012 and 17 January 2013 respectively. ⁵		
7. Date of acquisition of/ date of receipt of intimation of allotment of shares /VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	Date of Allotment: May 13, 2013 Date of receipt of intimation of Allotment: May 14, 2013		
8. Equity share capital / total voting capital of the TC before the said acquisition	26,44,05,149 Equity shares of Re. 1 (Divided into 26,44,05,149 Equity Shares of face value Re. 1 each).		
9. Equity share capital/ total voting capital of the TC after the said acquisition	26,44,05,149 Equity shares of Re. 1 (Divided into 26,44,05,149 Equity Shares of face value Re. 1 each).		

10. Total diluted share/voting capital of the TC after the said acquisition	26,44,05,149 Equity shares of Re. 1 (Divided into 26,44,05,149 Equity Shares of face value Re. 1 each).
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⁽⁹⁾ Scottish & Newcastle India Private Limited (SNIPL) held 84,89,270 equity shares representing 3.21% of the total paid up share capital of United Breweries Limited (UBL). The Hon'ble High Court of Judicature at Bombay and High Court of Karnataka by Orders dated 2nd November 2012 and 17th January 2013 respectively sanctioned the Scheme of Amalgamation (the Scheme) of Scottish & Newcastle India Private Limited with United Breweries Limited. Upon filing of the Order of the Karnataka High Court by UBL with the Registrar of Companies, Karnataka on 18th April 2013, the Scheme became effective, and SNIPL ceased to hold 84,89,270 Equity Shares in UBL. UBL has allotted 84,89,270 Equity Shares of Re.1 each representing 3.21% of the total paid up share capital of UBL to the shareholder of SNIPL i.e., Heineken UK Limited (HUK) against 3,22,23,912 Equity Shares of Rs.10 each held by HUK in SNIPL.

For HEINEKEN UK LIMITED

Place: Livingston
Date: 14th May 2013


Director / Authorized Signatory

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	United Breweries Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	1. Heineken UK Limited Persons Acting in Concert (PAC) 1. Dr. Vijay Mallya 2. Dr. Vijay Mallya and Sidhartha V Mallya 3. Dr. Vijay Mallya and Ritu Mallya 4. United Breweries (Holdings) Limited 5. McDowell Holdings Limited 6. Kamsco Industries Pvt. Limited 7. Pharma Trading Company Pvt. Limited 8. Gem Investment & Trading Co. Pvt. Limited 9. Mallya Pvt. Limited 10. Devi Investment Pvt. Limited 11. Vittal Investment Pvt. Limited 12. Heineken International B.V 13. UB Overseas Limited 14. United Spirits Limited 15. Scottish & Newcastle India Limited 16. VJM Investments Pvt. Limited		
3. Whether the acquirer belongs to Promoter/Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange, National Stock Exchange and Bangalore Stock Exchange		
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC(*)
<u>Before the acquisition/disposal under consideration, holding of:</u>			
a) Shares carrying voting rights	19,78,34,670	74.82%	Not Applicable
b) Voting rights (VR) otherwise than by shares	Nil	Nil	Not Applicable
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	Nil	Nil	Not Applicable
Total (a+b+c)	19,78,34,670	74.82	Not Applicable

<u>Details of acquisition/sale</u>			
a) Shares carrying voting rights acquired/sold	84,89,270	3.21%	Not applicable
b) VRs acquired /sold otherwise than by shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Nil	Nil	Nil
Total (a+b+c)	84,89,270	3.21%	Not applicable
<u>After the acquisition/sale, holding of:</u>			
a) Shares carrying voting rights	19,78,34,670	74.82%	Not applicable
b) VRs otherwise than by shares	Nil	Nil	Not applicable
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	Nil	Nil	Not applicable
Total (a+b+c)	19,78,34,670	74.82%	Not applicable
6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Allotment of equity shares pursuant to the Scheme of Amalgamation of Scottish & Newcastle India Private Limited with United Breweries sanctioned by the High Court of Bombay and High Court of Karnataka dated 2 November 2012 and 17 January 2013 respectively. ⁵		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Date of Allotment: May 13, 2013 Date of receipt of Intimation of Allotment: May 14, 2013		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	26,44,05,149 Equity shares of Re. 1 (Divided into 26,44,05,149 Equity Shares of face value Re. 1 each).		
9. Equity share capital/ total voting capital of the TC after the said acquisition / sale	26,44,05,149 Equity shares of Re. 1 (Divided into 26,44,05,149 Equity Shares of face value Re. 1 each).		

10. Total diluted share/voting capital of the TC after the said acquisition/sale.	26,44,05,149 Equity shares of Re. 1 (Divided into 26,44,05,149 Equity Shares of face value Re. 1 each).
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⁽⁵⁾ Scottish & Newcastle India Private Limited (SNIPL) held 84,89,270 equity shares representing 3.21% of the total paid up share capital of United Breweries Limited (UBL). The Hon'ble High Court of Judicature at Bombay and High Court of Karnataka by Orders dated 2nd November 2012 and 17th January 2013 respectively sanctioned the Scheme of Amalgamation (the Scheme) of Scottish & Newcastle India Private Limited with United Breweries Limited. Upon filing of the Order of the Karnataka High Court by UBL with the Registrar of Companies, Karnataka on 18th April 2013, the Scheme became effective, and SNIPL ceased to hold 84,89,270 Equity Shares in UBL. UBL has allotted 84,89,270 Equity Shares of Re.1 each representing 3.21% of the total paid up share capital of UBL to the shareholder of SNIPL i.e., Heineken UK Limited (HUK) against 3,22,23,912 Equity Shares of Rs.10 each held by HUK in SNIPL.

For HEINEKEN UK LIMITED

Place: Livingston
Date: 14th May 2013


Jos van der Burg
Director / Authorized Signatory