



Pioneer Distilleries Limited

Corporate Identity Number: L24116AP1992PLC055108

Reg. Office: UB House, Plot No.36, Street No.4, Srinagar Colony, Hyderabad 500 073

Tel: +91 40 6674 7388; Fax: +91 40 6674 7386

Web: www.pioneerdistilleries.com Email: info@pioneerdistilleries.com

Notice

Notice is hereby given of the twenty first Annual General Meeting (“AGM”) of Pioneer Distilleries Limited (the “Company”) to be held at Hotel Green Park, Greenlands, Begumpet, Hyderabad 500 016 on Friday, September 26, 2014 at 12.15 p.m. for the following purposes:

Ordinary Business:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended March 31, 2014, the Balance Sheet as at that date and the Reports of the Directors and Auditors;
2. To appoint a Director in the place of **Mr. P.A. Murali (DIN: 00204710)**, who retires by rotation and being eligible, offers himself for re-appointment;
3. To appoint Statutory Auditors and to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, and pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s. Lodha & Co, Chartered Accountants (Firm Registration Number: 301051E), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the twenty third AGM, subject to ratification of the appointment by the members at every AGM held after this AGM and that the Board of Directors be and are hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.

Special Business:

To consider and if thought fit, to pass with or without modification(s), the following Resolutions:

4. As an Ordinary Resolution:

Appointment of Mr. M.R. Doraiswamy Iyengar as an Independent Director:

RESOLVED that pursuant to the provisions of Sections 149, 150 (2), 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. M.R. Doraiswamy Iyengar (DIN: 00203141), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for two years from September 26, 2014 to September 25, 2016, who shall not be liable to retire by rotation.



Notice (Contd.)

5. As an Ordinary Resolution:

Appointment of Mr. C.L. Jain as an Independent Director:

RESOLVED that pursuant to the provisions of Sections 149, 150 (2), 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. C.L. Jain (DIN: 00102910), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for two years from September 26, 2014 to September 25, 2016, who shall not be liable to retire by rotation.

6. As a Special Resolution:

Approval of the Borrowing Limit:

RESOLVED that in supersession of the ordinary resolution passed by the members under the provisions of Section 293(1)(d) of the Companies Act, 1956 at the 15th Annual General Meeting of the Company held on August 07, 2008, the consent of the members of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, and other applicable law, if any, to borrow for and on behalf of the Company moneys in any manner from any one or more of the Company's bankers and/or from any one or more other persons, firms, bodies corporate or financial institutions, agencies, mutual funds, trusts, non-resident Indians, overseas corporate bodies, overseas banks, foreign institutional investors or such other persons/investors, whether by way of Advances or Deposits or Loans (in foreign currency and/ or rupee currency) or Securities (comprising Fully/Partly Convertible Debentures and/or Non-convertible Debentures with or without detachable or non-detachable Warrants and/or Secured Premium Notes or other debt instruments) or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of all or any of the Company's assets and properties whether movable or immovable or stock-in-trade or work-in-progress and all or any of the undertakings of the Company, notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) will or may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves (that is to say, reserves not set apart for any specific purpose), provided that the total amount so borrowed shall not at any time exceed the sum of Rs.500 Crores (Rupees Five Hundred Crores only) exclusive of interest and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such moneys borrowed/ to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may deem fit, as also to execute all such deeds and documents as may be necessary, usual or expedient for this purpose.

By Order of the Board,

Bangalore
August 08, 2014

SANTHOSH KUMAR KEERTHI
Company Secretary



Notice (Contd.)

NOTES:

1. Please refer to the explanatory statement given hereunder.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF ONLY ON A POLL AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules made thereunder, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

The proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time appointed for holding of the AGM.

3. The Transfer Books and Register of Members will remain closed from September 18, 2014 to September 26, 2014 (both days inclusive).
4. Members are requested to intimate immediately to the Company's Registrars and Transfer Agents, M/s. Venture Capital and Corporate Investments Private Limited, Regd. Office: 12-10-167, Bharat Nagar, Hyderabad 500 018, in case of physical form and to their respective Depository Participants, in case of shares held in dematerialized/electronic form:
 - a. any change in their registered addresses along with PIN Code Number;
 - b. details about their email addresses, if any, so that all notices and other statutory documents which are required to be sent to the Members, as per the provisions of the Companies Act, 2013, can be sent to their email addresses; and
 - c. details about their bank account number, name of the bank, bank's branch name and address to enable the Company to draw dividend warrant payable accordingly.
5. Members holding shares in the same name or same order of names under different ledger folios are requested to apply for consolidation of such folios, to the Company's Registrars and Transfer Agents, at the address as stated in Note No.4 above.
6. Members may please address all their documents/correspondence relating to the equity shares of the Company directly to the Company's Registrars and Transfer Agents, at the address as stated in Note No.4 above.
7. Nomination facility for shares is available for Members. The prescribed format in this regard can be obtained from the Company's Registrars and Transfer Agents, at the address as stated in Note No.4 above.



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8. The Company's equity shares are under compulsory dematerialisation. Accordingly, trading of these shares through the Stock Exchanges would be facilitated if the share certificates are dematerialised. Members having the physical share certificates are advised to consider opening of a Demat Account with an authorised Depository Participant and arrange for dematerialising their shareholdings in the Company.
9. In terms of Section 205A and 205C of the Companies Act, 1956, the amount of dividend declared for the financial year 2006-07 and thereafter remaining unclaimed for a period of seven years from the due date of payment shall hereafter be transferred to the Investor Education and Protection Fund on the respective due dates.
10. Members may kindly note that once the Unclaimed/Unpaid Dividend is transferred to the Fund, no claim shall lie against the Fund or the Company in respect of the individual amounts which were Unclaimed and Unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claim.
11. Members attending the AGM are requested to bring with them the following:
 - a. Members holding shares in dematerialized form, their DP & Client ID Number.
 - b. Members holding shares in physical form, their Folio Numbers.
 - c. Copy of the Annual Report and Notice, as no copies thereof would be distributed at the AGM.
 - d. The Attendance Slip duly completed and signed in terms of specimen signature lodged with the Company.

The Company would accept only the Attendance Slip from a member actually attending the AGM; or from the person attending as a proxy under a valid proxy form registered with the Company not less than 48 hours prior to the AGM. Attendance Slips of Members/valid proxies not personally present at the AGM, or relating to Proxies which are invalid, will not be accepted from any other member/person.

The AGM is for members or their proxies only. Please avoid being accompanied by non-members/children.

12. The Company has designated an exclusive email id viz., pdlinvestor@unitedspirits.in to enable the investors to post their grievances and monitor its redressal.
13. Corporate members are required to send to the Company a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.
14. The details required to be given in pursuance of Clause 49 of the Listing Agreement in case of Director being appointed / reappointed are given in the Corporate Governance section of the Annual Report.



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15. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administrations) Rules, 2014, the Company is pleased to provide to Members with a facility to exercise their right to vote at the 21st AGM by electronic means and the business may be transacted through Electronic Voting (e-voting) services provided by National Securities Depository Limited (NSDL):
16. The instructions for e-voting are as under:
 - (i) Members whose shareholding is in the Dematerialisation form and whose e-mail address are registered with the Company / Depository Participants will receive an email from NSDL informing User ID and Password:
 - (a) Open e-mail and open PDF file titled “PDL E-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - (c) Click on “Shareholder” – “Login”.
 - (d) Type your user ID and initial password as mentioned in Step (a) above.
 - (e) Click Login.
 - (f) Password change menu appears, change the password with the new password of your choice with minimum of 8 digits / characters or a combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (g) Home page of “e-Voting” opens. Click on “e-Voting”: Active Voting Cycles.
 - (h) Select “EVEN” of Pioneer Distilleries Limited.
 - (i) Now you are ready for “e-Voting” as “Cast Vote” page opens.
 - (j) Cast your vote by selecting the appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (k) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (l) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (m) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.,) are required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter etc. together with an attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by an e-mail to pdlscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
 - (ii) For Members whose shareholding is in the Dematerialisation form and whose e-mail address is not registered with the Company / Depository Participants, Members holding shares in Physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:
 - I. Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (Electronic Voting Event Number) USER ID and PASSWORD.
 - II. Please follow all steps from paragraph (b) to (m) above to cast your vote;



Notice (Contd.)

17. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com.
18. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot Password” option available on the site to reset the password.
19. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
20. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
21. The e-voting period commences on September 20, 2014 (9:00 a.m.) and ends on September 22, 2014 (6:00 p.m.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
22. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 22, 2014.
23. Mr. Depuru Raghavendar Rao, Company Secretary in Practice (CP - 13407; Address: Flat No.113, Block B, Sri Datta Sai Commercial Complex, Opp: Sathagiri Theatre, RTC ‘X’ Roads, Hyderabad 500 020) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
24. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
25. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website - www.pioneerdistilleries.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
26. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m. to 5.00 p.m.) on all working days except Saturdays, up to and including the date of the AGM of the Company.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.3: Appointment of Statutory Auditors and to fix their remuneration:

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013.



Notice (Contd.)

M/s. Lodha & Co, Chartered Accountants (Firm Registration Number: 301051E), were appointed as the statutory auditors of the Company for the period from the conclusion of the twentieth Annual General Meeting (AGM) of the Company till the conclusion of the twenty first AGM of the Company.

M/s. Lodha & Co have been the auditors of the Company since 2011. As per the provisions of Section 139 of the Companies Act, 2013, no listed company can appoint or re-appoint an audit firm for more than two terms of five consecutive years from the date of commencement of the Companies Act, 2013.

In view of the above, M/s. Lodha & Co, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on May 14, 2014, proposed the appointment of M/s. Lodha & Co, as the statutory auditors of the Company for a period of two years to hold office from the conclusion of ensuing AGM till the conclusion of the twenty third AGM of the Company, subject to ratification of the appointment by the members at every AGM held after this AGM.

No Director, key managerial personnel or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

Your Directors recommend the above resolution for your approval.

Item Nos.4 & 5: Appointment of Independent Directors:

In compliance with the provisions contained in clause 49 of the listing agreement entered in to with the stock exchanges, the Board had appointed Mr. M.R. Doraiswamy Iyengar and Mr. C.L. Jain, as Independent Directors of the Company on various dates, liable to retire by rotation.

In terms of Section 149(10) of the Companies Act, 2013, the proposed Independent Directors shall hold office for a term up to two consecutive years on the Board of the Company and the office of an Independent Director shall not be liable to retire by rotation in terms of Section 149(13) of the Companies Act, 2013. In compliance with the provision of 150 (2), 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, appointment of Independent Directors for a fixed term of two years from this Annual General Meeting is proposed.

Each of the proposed Independent Directors are independent of the management and have submitted a declaration that they meet the criteria for independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, these Directors fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors of the Company and they have considerable experience and knowledge in their respective fields to enable the Board to discharge their functions and duties efficiently. For appointment of each of the Independent Directors proposed herein a notice in writing under Section 160 of the Companies Act, 2013 has been received by the Company from the Member(s) signifying their intention to propose their appointment.

Copy of the draft letters of appointment of the proposed Independent Directors setting out the terms and conditions are available on the Company's website www.pioneerdistilleries.com, and would also be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on working days except on Saturdays, up to the date of the AGM.



Notice (Contd.)

No directors, key managerial personnel or their respective relatives, except the proposed Independent Directors to whom the respective resolution relates, is interested or concerned, financially or otherwise, in the resolution.

None of the proposed Independent Directors hold by themselves or for any other persons on a beneficial basis, any shares in the Company.

Your Directors recommend the above resolutions for your approval.

Item No.6: Approval of the Borrowing Limit:

At the Annual General Meeting held on August 07, 2008, the consent of the shareholders through an ordinary resolution was obtained pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956, authorising the Directors to borrow monies not exceeding Rs.500 Crores or equivalent thereof in Foreign Exchange, in view of the increase in the operations of the Company.

The Ministry of Corporate Affairs, Government of India has issued a General Circular No.04/2014 dated March 25, 2014, clarifying that resolutions passed under Section 293 of the Companies Act, 1956 prior to September 12, 2013, (i.e., the date on which the corresponding Section 180 of the Companies Act, 2013 was notified), with reference to borrowings (subject to the limits prescribed) and / or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 for a period of one year from the date of notification of Section 180 of the Companies Act, 2013.

Section 180(1)(c) of the Companies Act, 2013, which replaces Section 293(1)(d) of the Companies Act, 1956, stipulates that a special resolution has to be passed where the money to be borrowed together with the moneys already borrowed by the Company will exceed aggregate of the paid-up share capital and free reserves of the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business. Further, as per Section 180(2) of the Companies Act, 2013, every special resolution passed by the company in general meeting in relation to the exercise of the powers as stated in Section 180(1)(c) of the Companies Act, 2013 should specify the total amount up to which monies may be borrowed by the Board of Directors.

No Director, key managerial personnel or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

Your Directors recommend the above resolution for your approval.

By Order of the Board,

Bangalore
August 08, 2014

SANTHOSH KUMAR KEERTHI
Company Secretary



Pioneer Distilleries Limited

Corporate Identity Number: L24116AP1992PLC055108

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) : _____
Registered Address : _____
E-mail Id : _____
Folio No / Client Id : _____
DP Id : _____

I/We, being holder (s) of _____ equity shares of Pioneer Distilleries Limited hereby appoint

1. Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him / her
2. Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him / her
3. Name: _____ Address: _____
E-mail Id: _____ Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company to be held on Friday, September 26, 2014 at 12.15 p.m. at Hotel Green Park, Greenlands, Begumpet, Hyderabad 500 016 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt Audited Statement of Profit and Loss for the financial year ended March 31, 2014, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. P.A. Murali (DIN: 00204710), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration.
4. Appointment of Mr. M.R. Doraiswamy Iyengar (DIN: 00203141) as an Independent Director for a term of two years.
5. Appointment of Mr. C.L. Jain as an Independent Director (DIN: 00102910) for a term of two years.
6. Approval of the Borrowing Limit.

Signed this day of 2014

Affix
Rs.1/-
Revenue
Stamp

Signature of the Shareholder: _____ Signature of the Proxy holder (s): _____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of Members not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Further a Member holding more than ten percent of the total Share Capital of the Company carrying voting rights can appoint a single person as proxy and such person shall not act as a proxy for any other Member.
3. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member.



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ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the Meeting Hall.

I/we hereby record my / our presence at the 21st Annual General Meeting held on Friday, September 26, 2014 at 12.15 p.m. at Hotel Green Park, Greenlands, Begumpet, Hyderabad 500 016

Folio No. / DP ID / Client ID :

No. of Shares :

Name of the Member / Proxy / Authorised Representative * _____

Signature of the Member / Proxy / Authorised Representative* _____

**strike off whichever is not applicable*

Notes:

1. The Company will accept only Attendance Slip of a person personally attending the meeting as a Member or valid proxy duly registered in time with the Company. The Company will not accept Attendance Slip from any other person even if signed by a Member. Members are requested not to be accompanied by non-Members or children.
2. Persons representing bodies corporate are required to submit with the Company original Resolution of the Board of Directors or other governing body of such Member, authorizing such person to act as its representative under Section 113 of the Companies Act, 2013.
3. Shareholders/Proxy holder/Authorised Representative attending the meeting should bring his/her copy of Annual Report for reference at the meeting.
4. To facilitate Members, registration of attendance will commence at 11.00 a.m. on September 26, 2014.
5. E-voting particulars are set out below:

| E-voting (Electronic Voting Event Number) | USER ID | PASSWORD |
|--|---------|----------|
| | | |

Please refer Notice for instructions on e-voting.

E-voting facility will be open during the following period.

| Commencement of E-voting | End of E-voting |
|---|---|
| Saturday, September 20, 2014 at 9.00 a.m. | Monday, September 22, 2014 at 6.00 p.m. |

Members are advised that no Gifts will be distributed at the Annual General Meeting