

PIONEER DISTILLERIES LIMITED

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

PROCEEDINGS OF THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON FRIDAY, SEPTEMBER 26, 2014 AT 12.15 P.M. AT HOTEL GREEN PARK, GREENLANDS, BEGUMPET, HYDERABAD 500 016

Present:	
MR. P.A. MURALI	Chairman
MR. M.R. DORAISWAMY IYENGAR	Director & Chairman – Audit Committee
UNITED SPIRITS LIMITED	By their authorised representative Mr. P.A. Murali
MR. SANTHOSH KUMAR KEERTHI	Company Secretary
AND	
89	MEMBERS PRESENT IN PERSON and
0	MEMBERS THROUGH PROXY

In terms of Article 88 of the Articles of Association of the Company, Mr. P.A. Murali, Chairman, took the Chair and as the requisite quorum as per Section 103 of the Companies Act, 2013 was present, called the Meeting to Order.

The Chairman mentioned that the Registers as per the Statutory Requirements were laid open at the Meeting.

The Chairman welcomed the Members and addressed the gathering.

With the permission of the members present, the Notice convening the Meeting was taken as read.

The Chairman informed the Members that as per Section 145 of the Companies Act, 2013 only the qualifications, observations or comments on the financial transactions or matters which have any adverse effect on the functioning of the Company and mentioned in the Auditors' Report are required to be read out in the General Meeting. Since, there are no such qualifications, observations or comments in the Auditor's Report, the same was not read out at the Meeting.

The Chairman informed the Members that:

- In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company has extended the e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting.
- The e-voting period commenced at 9.00 am on September 20, 2014 and ended at 6.00 pm on September 22, 2014.
- Mr. Depuru Raghavendar Rao, Company Secretary in Practice, was appointed as the Scrutinizer for scrutinizing the e-voting process and he has submitted his report on September 23, 2014.

The Chairman further stated that:

- To enable those shareholders who did not have access to e-voting facility or who had not exercised their vote through e-voting, opportunity was being given at this meeting for them to convey their accent or dissent in writing for all the 6 resolutions through the polling paper which had been distributed to the members.
- Hence, passing of resolution by show of hands was not applicable.
- A member who had voted through e-voting facility would not be entitled to vote at this meeting.
- The Ballot box was kept on the left side of the dais and the members, if they so desired, could commence their voting even then and deposit the polling papers, duly completed, in the Ballot box.

The Chairman then briefed the members present of the summary of all the Resolutions contained in the Notice as mentioned below.

Item No	Particulars	Type of Resolution
1	Adoption of Accounts for the financial year ended March 31, 2014 together with the Auditor's Reports & Directors' Report thereon	Ordinary
2	Appointment of Mr. P.A. Murali as a Director	Ordinary
3	Appointment of Statutory Auditors for a term of two years and to fix their Remuneration	Ordinary
4	Appointment of Mr. M.R. Doraiswamy Iyengar (DIN: 00203141) as an Independent Director for a term of two years	Ordinary
5	Appointment of Mr. C.L. Jain (DIN: 00102910) as an Independent Director for a term of two years	Ordinary
14	Approval of the Borrowing Limit up to a sum of Rs.500 Crores	Special

Thereafter, the Chairman took up the items (except Item No.2) on the Agenda as per the Notice of the Meeting, *ad seriatim*. Since, Item No.2 on the Agenda related to his appointment as a Director, he requested Mr. M.R. Doraiswamy Iyengar, Director to take the chair and continue the meeting for consideration of the said item. Accordingly, Mr. M.R. Doraiswamy Iyengar took the chair and continued the proceedings in respect of this item. The Chairman invited comments from Members for each item of the agenda and responded to the various queries raised by the following Members:

1. Mr. Praful Chavda
2. Mr. Shantilal Shah
3. Mr. Shanker Lal Ladda
4. Mr. Suresh Chand Jain
5. Mr. Kamal Kishore

Thereafter, the Chairman appointed Mr. Depuru Raghavendar Rao, Company Secretary in Practice as the Scrutinizer for conducting the poll at this meeting in a fair and transparent manner and stated that the combined results of the voting (both e-voting and physical voting at this meeting) on all the 6 resolutions would be announced within two days at the Registered Office of the Company and the results along with the Scrutinizers Report would be placed on the website of the Company and that of National Securities Depository Limited.

Based on the Scrutinizer's Reports received on both e-voting and poll, the following Ordinary/Special Resolutions were approved by the Members with requisite majority. The result of the e-voting and poll in respect of Item Nos.1 to 6 of the Notice (as per format attached in Annexure I), forms part of the proceedings.

Item No.1 – Adoption of Accounts for the financial year ended March 31, 2014 together with the Auditor's Reports & Directors' Report thereon:

As an Ordinary Resolution:

“RESOLVED that 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 thereon, be and are hereby adopted.”

Item No. 2 – Appointment of Mr. P.A. Murali as a Director:

As an Ordinary Resolution:

“RESOLVED that **Mr. P.A. Murali (DIN: 00204710)**, who retires by rotation and being eligible, offers himself for reappointment, be and is hereby appointed as a Director of the Company.”

Item No. 3 – Appointment of Statutory Auditors for a period of two years and fix their remuneration:

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.”

Item No.4 – Appointment of Mr. M.R. Doraiswamy Iyengar as an Independent Director for a term of two years:

As an Ordinary Resolution:

“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.”

Item No.5 – Appointment of Mr. C.L. Jain as an Independent Director for a term of two years:

As an Ordinary Resolution:

“**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.”

Item No.6 – Approval of the Borrowing Limit up to a sum of Rs.500 Crores:

As a Special Resolution:

“**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.

The combined results of the e-voting and poll were announced by the Chairman on September 28, 2014 at the Registered Office of the Company and the results along with the Scrutinizer’s Report were also placed on the website of the Company and that of National Securities Depository Limited.

**Sd/-
CHAIRMAN**

Annexure I

RESULTS OF E-VOTING AND POLL AT THE 21ST AGM

The combined results of the voting (both e-voting and physical voting) on the following 6 resolutions as per the Scrutinizer's Reports dated September 23, 2014 and September 26, 2014 on e-voting and poll respectively, is as follows:

Item No	Resolutions	Votes in favour		Votes against		Invalid votes
		No of Shares	%	No of Shares	%	No of Shares
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. (Ordinary Resolution)	11563641	99.999	81	0.001	5
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. (Ordinary Resolution)	11563641	99.999	81	0.001	5
3	To appoint statutory Auditors and to fix their remuneration. (Ordinary Resolution)	11563641	99.999	81	0.001	5
4	Appointment of Mr. M.R. Doraiswamy Iyengar (DIN: 00203141) as an Independent Director for a term of two years. (Ordinary Resolution)	11563641	99.999	81	0.001	5
5	Appointment of Mr. C.L. Jain as an Independent Director (DIN: 00102910) for a term of two years. (Ordinary Resolution)	11563641	99.999	81	0.001	5
6	Approval of the Borrowing Limit (Special Resolution)	11563641	99.999	81	0.001	5

Sd/
CHAIRMAN