

PIONEER DISTILLERIES LIMITED

Corporate Identity Number: L24116TG1992PLC055108

Reg. Office: Roxana Towers, Ground Floor, M.No.7-1-24/1RT/G1&G2, Greenlands,
Begumpet, Hyderabad 500 016

Tel: +91 40 2970 3391, +91 80 3964 2207; Fax: +91 80 3985 6862

Web: www.pioneerdistilleries.com Email: pdlinvestor.india@diageo.com

DIAGEO
INDIA

NOTICE

Notice is hereby given of the twenty fifth 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 21, 2018 at 12.30 pm 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, 2018, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of **Ms. Mamta Sundara (DIN: 05356182)**, who retires by rotation and being eligible, offers herself for re-appointment;

SPECIAL BUSINESS

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

3. Appointment of Mr B.V Krishna Reddy (DIN: 07293482) as a Director:

As an Ordinary Resolution

RESOLVED THAT Mr B.V Krishna Reddy (DIN: 07293482), Managing Director of the Company who was appointed as an additional director of the Company on the recommendation of the Nomination and Remuneration Committee and whose period of office expires on the date of this Annual General Meeting, 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 a Director of the Company, liable to retire by rotation.

4. Appointment of Mr B.V Krishna Reddy (DIN: 07293482) as a Managing Director for a further period of two years:

As a Special Resolution

RESOLVED THAT subject to the provisions of sections 196 and 197, read with schedule V and other

applicable provisions of Companies Act 2013, or any statutory modification or re-enactment thereof, Mr B.V Krishna Reddy (DIN: 07293482), Managing Director of the Company who was appointed as an additional director of the Company and whose period of office expires on the date of this Annual General Meeting, 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 Managing Director of the Company for a period of 2 years wef October 01 2017, on the following terms and conditions.

1	Basic Salary	Basic Salary of Rs. 2,51,083/- per month
2	Housing/House Rent Allowance (HRA)	Rent-free Furnished/ Unfurnished Company leased accommodation or HRA as per company rules @ 50% of basic salary
3	Personal Allowance	Rs.42,000/- per month
4	Hardship Allowance	Rs.25,000/- per month
5	Special Allowance	Rs.43,000/- per month
6	Leave Travel Assistance (LTA)	Rs.5,000/- per month
7	Car Allowance	Rs.25,000/- per month
8	Driver Allowance	Up to Rs.10,000/- per month
9	Medical Reimbursement	Expenses incurred for self, spouse and immediate dependents who reside with him, as per the Company policy
10	Telephone Expenses	local telephone call expenses as per specified limits
11	Provident Fund, Gratuity	Admission and contributions will be as per the rules of the company and also as per rules of the Fund

NOTICE (CONTINUED)

12	Superannuation allowance	Rs.37,663/- per month. In case of admission to the superannuation fund (SAF) in future, the contribution will be as per the rules of the Company. In addition a sum of Rs.4293/- as gross tax on SAF (1Lakh) while on PDL (Pioneer Distilleries Limited) rolls, and will be withdrawn if PDL creates a SAF trust or if move back to USL (United Spirits Limited).
13	Annual Incentive Plan	Annual Incentive Plan (Rs.10,51,911/- per year) is a non-guaranteed incentive payment based on overall company's and individual performance
14	Tax Liability -	The taxability of various allowances /reimbursements mentioned above is to be considered in the light of existing tax laws or as amended from time to time. Such other benefits, amenities, facilities and perquisites as per the rules of the Company, as applicable and as may be permitted by the Board of Directors of the Company.

Provided that the remuneration payable to Mr B.V Krishna Reddy (including salary, Special Allowance, Personal Allowance, Annual Incentive plan (AIP) or equivalent, Long Term Incentive Plan (LTIP) or equivalent, Perquisites, Benefits, Amenities and Facilities) shall be subject to the provisions laid down in Section 197 read with Schedule V of the Companies Act, 2013 or any other statutory provisions, modifications and re-enactments thereof.

5. Appointment of Mr Ajay Goel (DIN: 0007642136) as a Director:

As an Ordinary Resolution

RESOLVED THAT Mr Ajay Goel (DIN: 0007642136), who was appointed as an additional director of the Company on the recommendation of the Nomination and Remuneration Committee and whose period of office expires on the date of this Annual General Meeting, 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 a Director of the Company liable for retirement by rotation.

6. Appointment of Mr Sanjeev Gupta (DIN: 0003643328) as a Director:

As an Ordinary Resolution

RESOLVED THAT Mr Sanjeev Gupta (DIN: 0003643328), who was appointed as an additional director of the Company on the recommendation of the Nomination and Remuneration Committee and whose period of office expires on the date of this Annual General Meeting, 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 a Director of the Company liable for retirement by rotation.

By Order of the Board

Bengaluru
July 30, 2018

Akshara B L
Company Secretary

NOTES:

Please refer to the explanatory statement given hereunder.

1. **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.

NOTICE (CONTINUED)

2. The Transfer Books and Register of Members will remain closed from September 15, 2018 to September 21, 2018 (both days inclusive).
3. 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.
4. 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. 3 above.
5. 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.3 above.
6. 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.3 above.
7. 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.

Member may please note that effective December 05, 2018, transfer of shares are not permitted through

physical mode pursuant to SEBI's Notification dated June 08, 2018.

8. Transfer of Unclaimed / Unpaid dividends to the Investor Education and Protection Fund (IEPF):

The Company had transferred all the unclaimed/unpaid dividends to Investor Education and Protection Fund (IEPF) pursuant to the provisions of the Companies Act 1956/2013.

9. Members attending the AGM are requested to bring with them the following:
 - a. Members holding shares in dematerialized form, their DP & Client ID Numbers.
 - 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.

10. The Company has designated an exclusive email id viz., pdlinvestor.india@diageo.com to enable the investors to post their grievances and monitor its redressal.
11. 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.
12. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to Members with a facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through electronic voting ("e-voting") services provided by Central Depository Services (India) Limited ("CDSL"):

NOTICE (CONTINUED)

13. The instructions for shareholders voting electronically are as under:

- (i) The e-voting period commences on September 18, 2018 (10:00 a.m.) and ends on September 20, 2018 (5:00 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 (record date) of September 14, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members should log on to the e-voting website www.evotingindia.com
- (iii) Click on “Shareholders / Members” tab.
- (iv) Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in DEMAT form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on address sticker.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in DEMAT form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If DEMAT account holder has forgotten the changed login password then Enter the User

NOTICE (CONTINUED)

ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Institutional Members (Non Individual and Custodians)

- Institutional members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

14. 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 (record date) of September 14, 2018.
15. Mr. Depuru Raghavendar Rao, Company Secretary in Practice (CP - 13407), Partner in M/s. Ahalada Rao V & Associates, Company Secretaries, Address: Flat No.113, Block B, Sri Datta Sai Commercial Complex, Opp: Sapthagiri Theatre, RTC Cross Road, Hyderabad - 500 020 has been appointed as the Scrutinizer to scrutinize the e-voting process.
16. The Scrutinizer shall, not later than 48 hours after the conclusion of the AGM, 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 Chairperson/any other Director(s)/a person authorized by Chairperson of the Company.
17. 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 CDSL within forty eight (48) hours of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
18. Documents referred to in this Notice and the accompanying 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.

NOTICE (CONTINUED)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 and 4: Appointment of Mr. B.V Krishna Reddy as a Director and Managing Director:

Mr B.V Krishna Reddy, Managing Director of the Company, whose tenure of office as Director was ending on October 01, 2017, consequently ceased to be Managing Director with effect from the said date. The Board of Directors at their meeting held on August 14, 2017 appointed him as an Additional Director in the capacity of Managing Director with effect from October 01, 2017 in accordance with the provisions of Sections 149, 152, 160 and 161 of the Companies Act, 2013 and the Articles of Association of the Company on the proposal of Nomination and Remuneration Committee subject to approval of the shareholders. In accordance with the provisions of Section 161 of the Companies Act 2013, Mr B.V Krishna Reddy will hold office up to the date of this AGM i.e., up to September 21, 2018. The Board has received notice under Section 160 of the Companies Act 2013 from a member signifying his intention to propose Mr B.V Krishna Reddy's appointment for a period of two years wef October 01, 2017.

No director, key managerial personnel or their respective relatives, except Mr B.V Krishna Reddy, to whom the resolution relates, is interested or concerned, financially or otherwise, in the resolution. Mr B.V Krishna Reddy does not hold, by himself or for any other person on a beneficial basis any shares in the Company.

Your Directors recommend the ordinary resolution set forth in Item No. 3 and special resolution set out in Item No. 4 for your approval.

Item No. 5: Appointment of Mr. Ajay Goel as a Director:

Mr. Ajay Goel was nominated by United spirits limited, the holding company to be appointed as a Non-Executive Director in the Company. The Board of Directors, by way of a resolution passed by circulation effective March 07, 2018 on the proposal of Nomination and Remuneration Committee appointed Mr. Ajay Goel as an Additional Director, pursuant to the provisions of section 161 of the Companies Act, 2013 and the Articles of Association of the Company. In accordance with the provisions of Section 161 of the Companies Act, 2013 Mr. Ajay Goel will hold office up to the date of this AGM i.e., up to September 21, 2018.

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

Your Directors recommend the ordinary resolution set forth in Item No. 5 for your approval.

Item No. 6: Appointment of Mr. Sanjeev Gupta as a Director:

Mr. Sanjeev Gupta was nominated by United spirits limited, the holding company to be appointed as a Non-Executive Director in the Company. The Board of Directors, by way of a resolution passed by circulation effective March 07, 2018 on the proposal of Nomination and Remuneration Committee appointed Mr. Sanjeev Gupta as an Additional Director, pursuant to the provisions of section 161 of the Companies Act, 2013 and the Articles of Association of the Company. In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Sanjeev Gupta will hold office up to the date of this AGM i.e., up to September 21, 2018.

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

Your Directors recommend the ordinary resolution set forth in Item No. 6 for your approval.

By Order of the Board

Bengaluru
July 30, 2018

Akshara B L
Company Secretary

Disclosure relating to Directors pursuant to Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings:

Brief profile of the Directors

Mamta Sundara

Name of Director	Ms. Mamta Sundara
Date of Birth	April 19, 1977
Age	41 years
Date of Appointment	13/04/2015
Expertise in specific functional Areas	Lawyer
Qualifications	B.A., LLB (Hons)
No. of Board meetings attended	5
List of other Indian Directorships held	Nil

NOTICE (CONTINUED)

* Chairperson/ Member of the Committee of the Board of Directors of the Company	Stakeholders Relationship Committee (Chairperson)
* Chairperson/ Member of the Committee of the Board of Directors of other companies in which she is a Director	NA
a. Audit Committee	NA
b. Stakeholders Relationship Committee	NA
No. of Shares held in the Company	Nil
Relationship with other Directors/ Manager/ Key Managerial Personnel	Nil

***Note: Pursuant to the SEBI Listing Regulations, 2015 only two Committees viz. Audit Committee and Stakeholders' Relationship Committee are considered.**

B.V Krishna Reddy

Mr. B.V. Krishna Reddy has done B-Tech from SVU College of Engineering, Tirupati, M. Tech from IIT, Kharagpur and Executive General Management Program from IIM, Bangalore and has completed PGDHRM from Indira Gandhi Open University. Mr. Reddy has over 25 years of professional experience. Mr. Krishna Reddy formerly worked with Honeywell Technology Solutions, BPL Engineering, Union Carbide/Eveready Industries Limited and WIPRO Lighting.

Ajay Goel:

Ajay Goel is Executive Vice President and Finance Controller for United Spirits Limited (USL) – a Diageo Group Company and is part of Diageo India Leadership Team. He is responsible for controllership, taxation, treasury, risk management functions for USL and governance of 21 subsidiaries network for Diageo in India.

He has around 18 years of diversified work experience with Nestle, Coca-Cola, GE and now with Diageo.

In his career spanning across FMCG and Industrial companies, Ajay has worked both in technical finance and business finance in the areas of Financial Planning and Analysis, Controllership, Supply, finance and as CFO.

Prior to joining Diageo, Ajay was with General Electric (GE) where he spent 10 years in various roles of increasing responsibility including CFO - GE Light India and CFO – Supply Chain GE India region.

He is a Commerce Graduate, Chartered Accountant and Company Secretary.

Sanjeev Gupta:

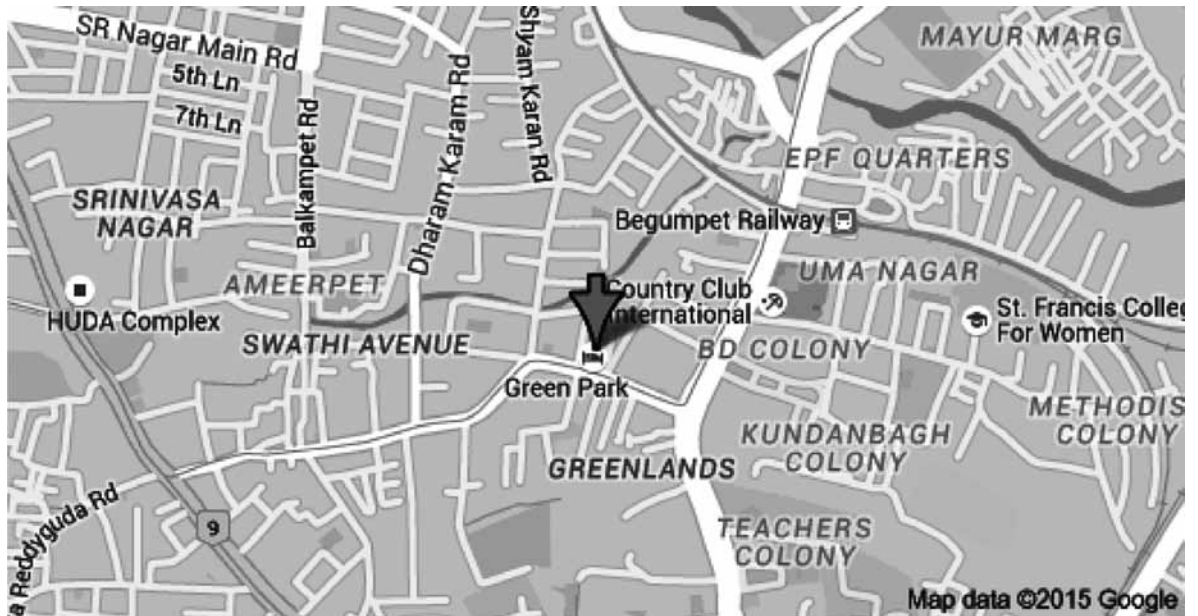
Sanjeev K Gupta is Executive Vice President – Manufacturing Operations for United Spirits Limited – a Diageo Group Company and is part of Diageo India Leadership Team. He is responsible for manufacturing operations of own units, third party manufacturing units, operations excellence and engineering and capital projects for Diageo India business.

He has around 28 years of diversified work experience with Unilever in India and Srilanka, Mondelez in South East Asia, Tata steel and Ceat Tyres. In his career spanning across FMCG and Industrial companies, Sanjeev has worked in various supply chain functions including manufacturing, Quality Assurance, Manufacturing Excellence, Demand/Supply Planning and Logistics and has been in the country leadership team in Unilever Srilanka and Mondelez in Indonesia and Vietnam.

Prior to joining Diageo, Sanjeev was with Mondelez International as Integrated Supply Chain Director and was leading end to end supply chain for Vietnam business.

He is an engineering graduate from IIT Roorkee and post graduate from NITIE Mumbai.

NOTICE (CONTINUED)



Venue:
Hotel Green Park,
Greenlands, Begumpet,
Hyderabad 500 016