

3<sup>rd</sup> September 2021

BSE Limited  
Listing Department  
Dalal Street,  
Mumbai 400 001  
Scrip Code: 531879

National Stock Exchange of India Limited  
Exchange Plaza, C-1 Block G,  
Bandra Kurla Complex,  
Bandra East, Mumbai- 400051  
Scrip Code: PIONDIST

**Sub: Disclosure of information pursuant to regulation 30 read with Schedule III of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Further to our letter dated 25<sup>th</sup> August 2021, regarding intimation of 28<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on Tuesday, 28<sup>th</sup> September 2021 at 3:30 p.m., we enclose herewith the Notice of the 28<sup>th</sup> AGM of the Company.

Pursuant to the captioned subject and the SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015, details regarding Notice of the 28<sup>th</sup> AGM of the Company, being emailed to shareholders whose email addresses are registered with the Company/Depository Participant as on 27<sup>th</sup> August 2021 (cut-off date), is enclosed as **Annexure-1**. Necessary intimation by way of advertisement in the newspapers is being issued pursuant to Regulation 47 of the SEBI Listing Regulations.

This is for your information & records.

Thanking You,

For **Pioneer Distilleries Limited**

**B L Akshara**  
Company Secretary

Encl: as above

**Annexure – 1****Date of Notice:** 7<sup>th</sup> May 2021**Brief details of the resolution proposed to be transacted at the 28<sup>th</sup> AGM of the Company**

<b>Sl. No.</b>	<b>Resolutions</b>	<b>Type of resolution (Ordinary/Special)</b>
<b>Ordinary business</b>		
1	To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2021 and the Reports of the Directors and Auditors thereon.	Ordinary
2	To appoint a Director in place of Ms. Mamta Sundara (DIN: 05356182), who retires by rotation and being eligible, offers herself for reappointment.	Ordinary
<b>Special Business</b>		
3	Appointment of Mr Gopal Kothari (DIN: 08785454) as a Director.	Ordinary

**PIONEER DISTILLERIES LIMITED**

Corporate Identity Number: L24116KA1992PLC125992

Reg. Office: UB Tower, Level 10, #24, Vittal Mallya Road, Bengaluru – 560 001

Tel: +91 80 4544 8000; Fax: +91 80 3985 6862

Website: www.pioneerdistilleries.com E-mail: pdlinvestor.india@diageo.com

**NOTICE**

Notice is hereby given that the Twenty Eighth Annual General Meeting (“AGM”) of the members of Pioneer Distilleries Limited (the “Company”) to be held through video conference (“VC”) / other audio-visual means (“OAVM”) on Tuesday, 28th September 2021 at 3:30 p.m. to transact the following businesses:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2021 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 Resolution as an Ordinary Resolution:

3. Appointment of Mr Gopal Kothari (DIN: 08785454) as a Director:

**As an Ordinary Resolution**

RESOLVED THAT Mr. Gopal Kothari (DIN: 08785454), who was appointed as an additional director of the Company with effect from 17<sup>th</sup> March 2021 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 and recommended by the Nomination and Remuneration Committee, be and is hereby

appointed as a Director of the Company, liable to retire by rotation.

By Order of the Board

7<sup>th</sup> May 2021  
Bengaluru

**Akshara B. L.**  
Company Secretary

**NOTES:**

1. Please refer to the explanatory statement given hereunder.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
3. In view of the continuing COVID-19 pandemic, Ministry of Corporate Affairs vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Securities and Exchange Board of India vide its circular SEBI / HO/ CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2 /CIR/P/2021/11 dated January 15, 2021 (hereinafter collectively referred to as ‘Circulars’) permitted companies to hold AGM through video conference (“VC”) or other audio visual means (“OAVM”), without the physical presence of members at a common

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venue. Accordingly, the AGM of the Company will be held through VC. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

4. The Circulars waived the requirement of permitting the members to appoint proxies to attend and vote on his/her behalf, as the AGM is being held through VC. Accordingly, the facility for appointment of proxies by the members will not be available. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC and cast their votes through electronic voting (“e-voting”).
5. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the board resolution/authorization letter to the Scrutinizer by email at the email id [sudhir.compsec@gmail.com](mailto:sudhir.compsec@gmail.com) or to the Company at the email ID [pdlinvestor.india@diageo.com](mailto:pdlinvestor.india@diageo.com) or upload on the VC portal/e-voting portal.
6. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (“the Act”).
7. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for the year 2020-21 will also be available on the Company’s website [www.pioneerdistilleries.com](http://www.pioneerdistilleries.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
8. At the twenty-fourth AGM held on July 28, 2017, the members approved appointment of Price Waterhouse & Co. Chartered Accountants LLP (FRN: 304026E/E-300009) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the twenty-ninth AGM, subject to ratification of their appointment by members at every AGM. The requirement to place the matter relating to appointment of auditors for ratification by members at every AGM had been dispensed with by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.
9. Members are required to immediately inform the Company’s Registrars and Transfer Agents, Venture Capital and Corporate Investments Private Limited (VCC IPL), 12-10-167, Bharat Nagar, Hyderabad – 500 018, in case of shares held in physical form and to the respective Depository Participants, in case of shares held in dematerialized/electronic form, the 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.
10. Members holding shares in physical form, holding 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. 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.

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11. Nomination facility for shares, held in physical form, is available for members. The prescribed form in this regard can be obtained from the Company's Registrars and Transfer Agents.
12. The Company's equity shares are under compulsory dematerialization. Accordingly, trading of these shares through the stock exchanges would be facilitated if the share certificates are dematerialized. Members with physical share certificates are advised to consider opening a demat account with an authorised Depository Participant (DP) and arrange for dematerializing their shareholdings in the Company. Members may please note that effective April 1, 2019 transfer of shares are not permitted through physical mode pursuant to SEBI notification dated June 8, 2018.
13. Unclaimed Dividend:

No unclaimed dividend had to be transferred during the year. In terms of Section 205A and 205C of the Companies Act, 1956 and Section 124 and 125 of the Companies Act, 2013, the amount of dividend declared and remaining unclaimed for a period of seven years from the due date of payment have been transferred to the Investor Education and Protection Fund (IEPF) on the respective due dates. Accordingly, all unclaimed/unpaid dividend remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the amounts so transferred to IEPF Account. As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid /unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account.
14. Members may note that the Unclaimed Dividend can be claimed only by submitting an application in form IEPF 5 to Ministry of Corporate Affairs (MCA) available on website [www.iepf.gov.in](http://www.iepf.gov.in). Details of unclaimed dividend has been uploaded on the Company's website [www.pioneerdistilleries.com](http://www.pioneerdistilleries.com).
15. The members are requested to email their grievances for speedy redressal to [investor.relations@vccipl.com](mailto:investor.relations@vccipl.com) / [pdlinvestor.india@diageo.com](mailto:pdlinvestor.india@diageo.com)
16. 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 28<sup>th</sup> AGM by electronic means and the votes may be cast through electronic voting (e-voting) services provided by Central Depository Services (India) Limited [CDSL].
17. Facility for e-voting shall also be made available during the meeting and members attending the meeting through video conference, who have not already cast their vote by remote e-voting can exercise their vote during the meeting.
18. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
19. Any person who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date of Tuesday, September 21, 2021, may obtain the login ID and password by sending a request at [helpdeskevoting@cdslindia.com](mailto:helpdeskevoting@cdslindia.com). However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing user ID and password for casting the vote.
20. The instructions for shareholders voting electronically are as under:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the members are

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provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below:

- A. The remote e-voting period begins on September 25, 2021 at 10.00 a.m. and ends on September 27, 2021 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of September 21, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Notice of the AGM is also disseminated on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
- (i) Information and instructions for Remote e-voting by Individual shareholders holding shares of the Company in demat mode:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

- (ii) Pursuant to abovesaid SEBI Circular, login method for e-voting and joining virtual meetings for individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL's Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URLs for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting Service Providers for casting votes along with links of the respective e-voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer/Company. Additionally, we are providing links to ESP so that the user can visit the ESP's site directly.</p> <p>3) If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP</p>



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Type of Shareholders	Login Method
	where the e-voting is in progress during or before the AGM.

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<p>1) If you are already registered for National Securities Depository Limited ('NSDL') IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>

	<p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL : <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note :** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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- (iii) Helpdesk for individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (iv) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on “Shareholders” module.
  - Now enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - If you are a first-time user follow the steps given below:

	For Shareholders 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)  *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to write to <a href="mailto:investor.relations@vccipl.com">investor.relations@vccipl.com</a> to obtain sequence number which shall be mentioned in the PAN field.
Dividend Bank Details OR Date of Birth	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.  • 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 (iv).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



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(viii) Click on the EVSN of the Company.

(ix) 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.

(x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xi) After selecting the resolution(s) 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.

(xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xiv) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) Facility for Non-Individual Shareholders and Custodians – Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) & Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

- Alternatively, non-individual shareholders are required to send the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer by email at the email id [sudhir.compsec@gmail.com](mailto:sudhir.compsec@gmail.com) or to the Company at the email Id [pdlinvestor.india@diageo.com](mailto:pdlinvestor.india@diageo.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from

Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [pdlinvestor.india@diageo.com](mailto:pdlinvestor.india@diageo.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [pdlinvestor.india@diageo.com](mailto:pdlinvestor.india@diageo.com). These queries will be responded appropriately by the company.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available

to atleast 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING:**

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor.relations@vccipl.com](mailto:investor.relations@vccipl.com) / [pdlinvestor.india@diageo.com](mailto:pdlinvestor.india@diageo.com).
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLIENT ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) to Company/RTA email id. i.e. [pdlinvestor.india@diageo.com](mailto:pdlinvestor.india@diageo.com) / [investor.relations@vccipl.com](mailto:investor.relations@vccipl.com).
21. Mr. Sudhir V. Hulyalkar, Company Secretary in Practice (CP - 6137); Address: 16/8, Ground Floor, 2nd Cross, Gupta Layout, South End Road (Near South End Circle), Basavanagudi, Bengaluru – 560 004 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
22. The Scrutinizer shall, not later than 48 hours after the conclusion of the AGM make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman or a person

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authorized by him and the Company will declare the results of the voting forthwith.

23. The results declared along with the Scrutinizer's Report will be placed on the Company's website - [www.pioneerdistilleries.com](http://www.pioneerdistilleries.com) and on the stock exchanges' website, National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com), immediately after the result is declared by the Chairman or any person authorised by the Company and communicated to the concerned stock exchanges.
24. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 28, 2021. Members seeking to inspect such documents can send an email to [pdlinvestor.india@diageo.com](mailto:pdlinvestor.india@diageo.com).
25. If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

By Order of the Board

7<sup>th</sup> May 2021  
Bengaluru

**Akshara B. L.**  
Company Secretary

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

### Item No. 3 : Appointment of Mr. Gopal Kothari as a Director:

Mr. Gopal Kothari (DIN: 08785454) was appointed as an Additional Director by the Board of Directors w.e.f. March 17, 2021 in accordance with the provisions of Sections 149, 152, 160 and 161 of the Companies Act, 2013 and Articles of Association of the Company on the recommendation of the Nomination and Remuneration Committee. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Gopal Kothari shall hold office up to the date of this AGM. The Company has also received notice under Section 160 of the Companies Act, 2013 from a member signifying its intention to propose his appointment.

Gopal Kothari is a qualified Chartered Accountant (ICAI) and Company Secretary (ICSI) with 19 years of experience of working with leading consumer products companies. He is presently Vice President – Supply Finance in United Spirits Limited (“USL”). He served the Company as Chief Financial Officer for quite some time and served one of the then wholly owned subsidiaries of United Spirits Limited, Tern Distilleries Private Limited as a Director. Prior to joining USL, he was working as Finance Controller of Diageo India Private Limited. He has worked in various finance roles at Shaw Wallace & Co. Limited, Nestle India Limited, PepsiCo India Holdings Private Limited, and GlaxoSmithKline Consumer Healthcare Limited.

No director, key managerial personnel or their respective relatives, except Mr. Gopal Kothari, to whom the resolution relates, is interested or concerned, financially or otherwise, in the resolution.

Mr. Gopal Kothari does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

By Order of the Board

7<sup>th</sup> May 2021  
Bengaluru

**Akshara B. L.**  
Company Secretary

## PIONEER DISTILLERIES LIMITED

### Disclosure relating to Directors pursuant to Regulation 26(4) and 36 (3) of the SEBI Listing Regulations and clause 1.2.5 of the Secretarial Standards on General Meetings:

Name of Director	Ms. Mamta Sundara
Date of Birth	April 19, 1977
Age	44 years
Date of Appointment	April 13, 2015
Expertise in specific functional Areas	Legal operations
Experience	18 years
Brief resume	Ms. Mamta Sundara has 18 years of experience as a legal professional working in India, Singapore and London across a diverse range of businesses including telecom and consumer durables. Ms. Mamta Sundara has joined United Spirits Limited as the General Counsel in February 2015. Prior to that, she has spent 6 years in various roles in Diageo across London, Mumbai and Bangalore, with her last role providing support to the strategy and standards work done within United Spirits Limited. Prior to Diageo, Ms. Mamta Sundara has spent 4 years based in Singapore and providing support to all legal aspects for the South East Asia business of the Global Services division of British Telecom.
Qualifications	She is a law graduate from the National Law School of India University, Bangalore
Terms and conditions of re-appointment	She is a director nominated by United Spirits Limited, holding company and does not receive any remuneration from the Company and accordingly was not paid any remuneration ever since she became a director.
No. of Board meetings attended	Ms. Mamta Sundara attended 3 out of 5 board meetings held in the financial year 2020-21
List of other Indian Directorships held	Nil
<ul style="list-style-type: none"> <li>Chairperson/Member of the Committee of the Board of Directors of the Company</li> </ul>	Member of the Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.
<ul style="list-style-type: none"> <li>Chairperson/Member of the Committee of the Board of Directors of other companies in which she is a Director</li> </ul>	Nil
a. Audit Committee	Not Applicable (N.A.)
b. Stakeholders Relationship Committee	Not Applicable (N.A.)
No. of Shares held in the Company	Nil
Relationship with other directors	Not related to any of the directors of the Company

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Name of Director	Mr. Gopal Kothari
Date of Birth	May 02, 1977
Age	44 years
Date of Appointment	March 17, 2021
Expertise in specific functional Areas	Supply Finance operations
Experience	19 years
Brief resume	Gopal Kothari is a qualified Chartered Accountant (ICAI) and Company Secretary (ICSI) with 19 years of experience of working with leading consumer products companies. He is presently Vice President – Supply Finance in United Spirits Limited (“USL”). He served the Company as Chief Financial Officer for quite some time and served one of the then wholly owned subsidiaries of United Spirits Limited, Tern Distilleries Private Limited as a Director. Prior to joining USL, he was working as Finance Controller of Diageo India Private Limited. He has worked in various finance roles at Shaw Wallace & Co. Limited, Nestle India Limited, PepsiCo India Holdings Private Limited, and GlaxoSmithKline Consumer Healthcare Limited.
Qualifications	He is a qualified Chartered Accountant (ICAI) and Company Secretary (ICSI)
Terms and conditions of re-appointment	Mr. Kothari is appointed as an Additional Director of the Company effective March 17, 2021, as more fully described in the resolution and explanatory statement stated above in this regard.
No. of Board meetings attended	Not applicable as Mr. Kothari was appointed effective March 17, 2021 .
List of other Indian Directorships held	Nil
• Chairperson/Member of the Committee of the Board of Directors of the Company	Mr. Kothari is a member of Audit and Risk Management Committee effective March 17, 2021.
• Chairperson/Member of the Committee of the Board of Directors of other companies in which he is a Director	Nil
a. Audit Committee	N.A.
b. Stakeholders Relationship Committee	N.A.
No. of Shares held in the Company	Nil
Relationship with other directors	Not related to any of the directors of the Company

7<sup>th</sup> May 2021  
Bengaluru

By Order of the Board  
**Akshara B. L.**  
Company Secretary