

Pioneer Distilleries Limited
Subsidiary of United Spirits Limited

Level 6, UB Tower
#24, Vittal Mallya Road,
Bengaluru 560 001

Tel: +91 40 2970 3391 | 80 3964 2207

Fax: +91 80 3985 6862

info@pioneerdistilleries.com

January 22, 2019

1. National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (East)
Mumbai - 400 051
Scrip Code: PIONDIST
2. BSE Limited
(Regular Office & Corporate Relations Dept)
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code: 531879

Sir/Madam,

Sub: Disclosure of Voting results in respect of the Postal Ballot process conducted by the company pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are uploading the details of the voting results of the postal ballot exercise conducted by the company which closed on January 21, 2019 along with the Scrutinizer's Report.

Please take the same in your record.

For **Pioneer Distilleries Limited**



Akshara B L
Company Secretary

Encl: As above

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Alteration of Registered Office Clause in the Memorandum of Association				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10041150						
	Poll							
	Postal Ballot (if applicable)		10041150	100.0000	10041150	0	100.0000	0.0000
	Total	10041150	10041150	100.0000	10041150	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	565639	430776	76.1574	429455	1321	99.6933	0.3067
	Poll							
	Postal Ballot (if applicable)		134863	23.8426	134330	533	99.6048	0.3952
	Total	565639	565639	100.0000	563785	1854	99.6722	0.3278
Total		10606789	10606789	100.0000	10604935	1854	99.9825	0.0175
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Shifting of Registered Office of the Company from Hyderabad in the State of Telangana to Bengaluru in the State of Karnataka				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10041150						
	Poll							
	Postal Ballot (if applicable)		10041150	100.0000	10041150	0	100.0000	0.0000
	Total	10041150	10041150	100.0000	10041150	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	565039	430776	76.2383	429455	1321	99.6933	0.3067
	Poll							
	Postal Ballot (if applicable)		134263	23.7617	133729	534	99.6023	0.3977
	Total	565039	565039	100.0000	563184	1855	99.6717	0.3283
Total		10606189	10606189	100.0000	10604334	1855	99.9825	0.0175
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for entering into Related Party Transaction with United Spirits Limited for availing financial assistance in the form of loan				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	565039	430776	76.2383	429422	1354	99.6857	0.3143
	Poll							
	Postal Ballot (if applicable)		134263	23.7617	133700	563	99.5807	0.4193
	Total	565039	565039	100.0000	563122	1917	99.6607	0.3393
Total		565039	565039	100.0000	563122	1917	99.6607	0.3393
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	



Sudhir V Hulyalkar
Company Secretary

REPORT OF SCRUTINIZER

To:

The Chairman

PIONEER DISTILLERIES LIMITED

(CIN: L24116TG1992PLC055108)

Registered Office: Roxana Towers, Ground Floor, M.No.7-1-24/1/RT/G1&G2

Greenlands Begumpet, Hyderabad - 500016

I, Sudhir V Hulyalkar, Company Secretary in Practice, having my office at 16/8, Ground Floor, 2nd Cross, Gupta Layout, South End Road, Basavangudi, Bangalore – 560004 have been appointed as the Scrutinizer by the board of directors of Pioneer Distilleries Limited at its meeting held on November 9, 2018 for the purpose of scrutinising the postal ballot process and to submit my report in respect of the following resolutions:

Resolution 1: Alteration of Registered office clause in the Memorandum of Association (Special Resolution)

***“RESOLVED THAT** pursuant to the provisions of Sections 12, 13 and Rule 30 of the Companies (Incorporation) Rules, 2014 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), subject to the approval, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, the existing Clause II of the Memorandum of Association of the Company relating to the State where the Registered Office of the Company is situated be and is hereby altered by deleting the same and substituting in its place, the following new Clause II:*

II. The Registered Office of the Company will be situated in the State of Karnataka.

***RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required for obtaining necessary approvals in relation to the above, to execute*



Sudhir Vishnupant Hulyalkar
Company Secretaries

16/8, Ground Floor, 2nd Cross, Gupta Layout, South End Road, Basavanagudi, Bangalore - 560 004
Phone: 080 26640932; 080-41123587 Mobile : 9844266159 Email : cssudhirvh@gmail.com

all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to provide a certified true copy of this Resolution to any authority (ies)/entity(ies) and such authority(ies)/entity(ies) be requested to rely upon the authority of the same and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company.

Resolution 2: Shifting of Registered Office of the Company from Hyderabad in the State of Telangana to Bengaluru in the State of Karnataka (Special Resolution)

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or reenactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from Hyderabad in the State of Telangana to Bengaluru in the State of Karnataka.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be required for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company".

Resolution 3: Approval for entering into Related Party Transaction with United Spirits Limited for availing financial assistance in the form of loan (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing



Regulations") and other applicable provisions if any of SEBI Listing Regulations, Companies Act, 2013, and the rules made thereunder, if any or under any other laws and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the members of the Company be and is hereby accorded to the Company, to borrow additional loans from United Spirits Limited ("USL"), the holding company of the Company, up to Rs. 150,00,00,000 (Rupees One Hundred and Fifty Crores only) (over and above the existing loans already approved and availed by the Company), in one or more tranches having a repayment period and interest rates and other terms and conditions as may be permissible under law and as may be agreed to between the Company and USL from time to time."

RESOLVED FURTHER THAT *the Board of Directors of the Company be and hereby authorised to do all such acts, matters, deeds and things as may be necessary, expedient or desirable and to execute the documents, deeds or writings required to be made and to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable, including to settle any question, difficulty or doubt that may arise in respect of such loans.*

RESOLVED FURTHER THAT *the Board of Directors be and hereby authorised to delegate any of its powers conferred by the above resolution to any director or directors or to any committee of directors or to any other officer or officers of the Company or to Company Secretary to give effect to the above resolution.*

RESOLVED FURTHER THAT *all actions taken by the Board of Directors or its delegates in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects*

As required by Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, I submit my report as under:

1. I declare and confirm that I am not in the employment of the Company and the Board is of the opinion that I can conduct the postal ballot process in a fair and transparent manner.
2. I have given my consent to act as the scrutinizer for the postal ballot under reference.

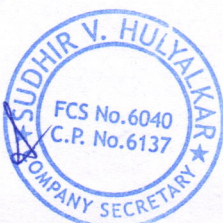


3. Dispatch of the postal ballot forms, communication for procedure for voting on resolution through physical postal ballot or voting by electronic means (remote e-voting) was made by the Company to the shareholders whose names appear on the Register of Shareholders/record of depositories as on November 23, 2018 by sending individual notices and postal ballot forms and by way of advertisement in news papers and also by placing the notice on the website of the Company.
4. The shareholders were also provided the facility to cast their vote by electronic means (e-voting) through CDSL e-voting platform at <https://www.evotingindia.com>.
5. The company has also sent the postal ballot papers along with the Notice pursuant to these provisions, containing draft resolutions, explanatory statement and instructions on voting procedure, postal ballot forms and prepaid envelope and also with the instructions regarding exercising the vote by postal ballot and to return the ballot paper in the prepaid envelope addressed to:

Sudhir V Hulyalkar- Pioneer Distilleries Limited (IEIL)
30, Ramana Residency, 4th Cross,
Sampige Road, Malleswaram, Bangalore – 560003

or by voting through electronics means through above website of CDSL, so as to ensure that votes reach the Scrutinizer on or before 5.00 p.m. on January 21, 2019 ("Last Date").

6. The Voting commenced on December 23, 2018 at 9.am (9.00 hours IST) and ended on January 21, 2019 (17.00 hours IST)
7. The postal ballot forms received back were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
8. The postal ballot forms were duly opened by me and scrutinized and shareholding was matched / confirmed with the register of members of the Company as on November 23, 2018



9. I have physically verified the self addressed pre-paid postal envelopes received as above and I have placed my signature thereon.
10. In total 36 shareholders have voted through physical postal ballot and 18 shareholders have voted through e-voting and the votes which are valid and voted either 'For' or 'Against' are considered for the summary of results. There are no invalid votes. The total summary of the votes cast through postal ballot process is as under:

	Resolution 1		Resolution 2		Resolution 3	
	For	Against	For	Against	For	Against
e voting	429455	1321	429455	1321	429422	1354
count	9	9	9	9	9	9
Physical	10175480	533	10174879	534	133700	563
count	30	6	26	7	25	7
TOTAL						
Votes	10604935	1854	10604334	1855	563122	1917
Total Votes	10606789		10606189		565039	
%	99.983	0.017	99.983	0.017	99.661	0.339
Count	39	15	35	16	34	16

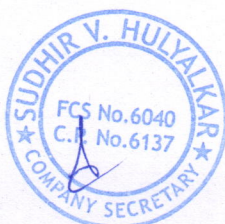
11. I have scrutinized the postal ballot papers received and votes casted through remote e-voting and I have maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014. And based upon the same, I submit the results of Postal Ballot as under:

RESOLUTION No. 1:

Alteration of Registered Office Clause in the Memorandum of Association(Special Resolution)

i) Voted in favor of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
39	1,06,04,935	99.983%



ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
15	1,854	0.017%

RESOLUTION No. 2:

Shifting of Registered Office of the Company from Hyderabad in the State of Telangana to Bengaluru in the State of Karnataka (Special Resolution)

i) Voted in favor of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
35	1,06,04,334	99.983%

ii) Voted against the resolution:

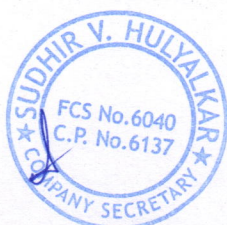
Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
16	1,855	0.017%

RESOLUTION No. 3:

Approval for entering into Related Party Transaction with United Spirits Limited for availing financial assistance in the form of loan (Ordinary Resolution)

i) Voted in favor of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
34	5,63,122	99.661%



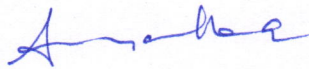
ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast(Shares)	% of total number of valid votes cast
16	1,917	0.339%

12. The register, all other papers and relevant records relating to postal ballot shall remain in our safe custody until the Chairman considers, approves and signs the Minutes and thereafter the same shall be handed over to the Company Secretary for safe keeping.
13. You may accordingly declare the result of the Voting by Postal Ballot.

Place: Bangalore
Date: 21/01/2019

Thanking You



SUDHIR V. HULYALKAR
Company Secretary in Practice
SCRUTINIZER FOR POSTAL BALLOT
FCS No.: 6040 CP No.: 6137



Countersigned

BHAT
LAKSHMINARA
YANA
AKSHARA

Digitally signed by
BHAT
LAKSHMINARAYANA
AKSHARA
Date: 2019.01.22
15:45:01 +05'30'