



SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Painsur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 2807 3233 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com

Secretarial Compliance Report pursuant to Regulation 24A SEBI (LODR), Regulations, 2015 & SEBI Circular dated Feb. 8, 2019 of **PIONEER EMBROIDERIES LIMITED (CIN L17291MH1991PLC063752)** and having its registered office at **Unit 101B, 1st Floor, Abhishek Premises, Plot No.C5-6 Dalia Industrial Estate., Off. New Link Road, Andheri (W) Mumbai Maharashtra 400058** for the year ended **31st March, 2022**

I Sanjay Dholakia, Practising Company Secretary have examined:

- (a) All the documents and records made available to us and explanation provided by Pioneer Embroideries Limited (“the listed entity”),
- (b) The filings / submission made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,

For the year ended (“Review Period”) in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act ,1992 (“SEBI Act”) and the Regulations , circulars ,guidelines issued thereunder ; and
- (b) The Securities Contract (Regulation) Act ,1956 (“SCRA”) , rules made thereunder and the Regulation , circulars , guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI Act”);

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined,include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations ,2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations ,2018;(Not Applicable during the period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;.
- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not Applicable during the period).
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
And circulars / guidelines issued thereunder.

Note: The aforesaid list of SEBI regulations is only the list of Regulations which were applicable to the Company during the year under review.

And based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder , except in respect of matters specified below :-



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Sr. No	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Deviations	Observations /Remarks Of The Practicing Company Secretary
1.	Regulation 17(1) of SEBI (LODR) Regulations	Non- compliance under regulation 17(1) of SEBI (LODR) Regulations pertaining to Board Composition	The company filed waiver application and decision awaited.
2.	Regulation and 17(1A) of SEBI (LODR) Regulations	Non- compliance under regulation 17(1A) of SEBI (LODR) Regulations pertaining to an appointment of non-executive director who attained the age of seventy five years	The company has paid fines under protest imposed by BSE & NSE for aforesaid non-compliance.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my /our examination of those records.
- (c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the standard operating procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars /guidelines issued thereunder :

Sr. No.	Action Taken By	Details Of Violation	Details Of Action Taken E.G. Fines, Warning Letter, Debarment, Etc.	Observations/ Remarks Of The Practicing Company Secretary, If Any.
1	BSE e-mail dated September 8,2021,	Non- compliance under regulation 17(1) of SEBI (LODR) Regulations pertaining to Board Composition	Fine of Rs. 2,59,600/-	The company filed waiver application and decision awaited from BSE.
2	NSE letter dated August20,2021, ref no NSE/LIST-SOP/COMB/FI NES/ 0821	Non- compliance under regulation 17(1) of SEBI (LODR) Regulations pertaining to Board Composition	Fine of Rs. 2,59,600/-	The company filed waiver application and personal hearing was made before the committee. The decision awaited from NSE.



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Sr. No.	Action Taken By	Details Of Violation	Details Of Action Taken E.G. Fines, Warning Letter, Debarment, Etc.	Observations/ Remarks Of The Practicing Company Secretary, If Any.
3	NSE letter dated December 08, 2021, ref no NSE/SOP/RBF /FINES/ 0155	Non- compliance under regulation 17(1A) of SEBI (LODR) Regulations pertaining to an appointment of non-executive director who attained the age of seventy five years	Fine of Rs. 1,39,240/-	The Company has paid fine under protest to the National stock Exchange of India Limited (NSE). Waiver application made. Decision awaited from NSE.
4	BSE e-mail dated November 22, 2021	Non- compliance under regulation 17(1) and 17(1A) of SEBI (LODR) Regulations pertaining to Board Composition and appointment of non-executive director who attained the age of seventy five years	Fine of Rs. 3,33,940/-	The Company has paid fine of Rs. 1,39,240/- under protest to the BSE Limited (BSE). Waiver application for regulation 17(1A) rejected against which Personal hearing awaited from BSE.
5	BSE e-mail dated February 21, 2022,	Non- compliance under regulation 17(1A) of SEBI (LODR) Regulations pertaining to an appointment of non-executive director who attained the age of seventy five years	Fine of Rs. 1,69,920/-	The Company has paid fine under protest to the BSE Limited (BSE). Waiver application made. Decision awaited from BSE.



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<i>Sr. No.</i>	<i>Action Taken By</i>	<i>Details Of Violation</i>	<i>Details Of Action Taken E.G. Fines, Warning Letter, Debarment, Etc.</i>	<i>Observations/ Remarks Of The Practicing Company Secretary, If Any.</i>
6	<i>NSE letter dated February 21,2022, ref no NSE/LIST-SOP/COMB/FI NES/ 0832</i>	<i>Non- compliance under regulation 17(1A) of SEBI (LODR) Regulations pertaining to an appointment of non-executive director who attained the age of seventy five years</i>	<i>Fine of Rs. 1,69,920/-</i>	<i>The Company has paid fine under protest to the National stock Exchange of India Limited (NSE). The company filed waiver application and personal hearing was made before the committee. The decision awaited from NSE.</i>

For SANJAY DHOLAKIA & ASSOCIATES

(SANJAY DHOLAKIA)
Practicing Company secretary
Proprietor

Place: Mumbai
Date: 27th May 2022

FCS 2655 CP 1798

UDIN: F002655D000401922