

ANNEXURE I

1. Name of Listed Entity
2. Quarter ending

PIONEER EMBROIDERIES LIMITED
31ST MARCH, 2021

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Directors	PAN\$ & DIN	Category (Chairperson /Executive/ Non Executive/ Independent/ Nominee) &	Initial Date of Appointment On	Date of Re-Appointment	Date of Cessation	Tenure*	Date of Birth	No of Directors hip in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independ ent Directors hip in listed entities including this listed entity [in reference to Regulation 17A(1)]	Number of memberships in Audit) Stakeholder Committee(s) Including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperso n in Audit) Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Raj Kumar Sekhani	AABPS8065N00102843	Chairman / Executive Director	25/10/1991	29/08/2020	--	--	06/06/1959	1	0	1	-

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Mr.	Harsh Vardhan Bassi	AFEPB9443D 00102941	Managing Director/ Executive Director	10/12/2003	29/10/2016	--	--	09/01/1974	1	0	2	-
Mr.	Joginder Kumar Baweja	AACPB8640B 01660198	Non-Executive Independent Director	06/02/2014	01/04/2019	--	7.01 years	04/04/1953	2	2	3	2
Mr.	Gopalkrishnan Sivaraman	AANPS9053Q 00457873	Non-Executive Independent Director	17/04/2014	17/04/2019	--	6.11 years	10/06/1953	1	1	3	1
Mrs.	Sujata Chakravarty	ABDPC7725J 07584280	Non-Executive Independent Director	10/08/2016	--	--	4.07 years	10/10/1960	1	1	-	-
Mr.	Gangadharan Kandan Rama Panicker	AIYPG0810C 07735379	Additional Director/ Executive Director	29/05/2017	--	--	3.10 years	15/10/1954	1	0	-	-

Whether regular chairperson appointed - Yes

Whether chairperson is related to managing director or CEO - No

\$PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive / non-executive / independent / Nominee, if a director fits into more than one category write all categories separating them with hyphen

*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Whether Regular	Name of Committee members	Category	Date of	Date of
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	chairperson appointed		(Chairperson/Executive/Non-Executive /Independent)Nominee) \$	Appointment	Cessation
1. Audit Committee	YES	Mr. Joginder Kumar Baweja	Chairman /Non-Executive Independent Director	06/02/2014	N.A
		Mr. Harsh Vardhan Bassi	Executive Director	31/01/2009	N.A
		Mr. Gopalkrishnan Sivaraman	Non-Executive Independent Director	23/05/2014	N.A
2. Nomination & Remuneration Committee	YES	Mr. Joginder Kumar Baweja	Chairman /Non-Executive Independent Director	06/02/2014	N.A.
		Mr. Gopalkrishnan Sivaraman	Non-Executive Independent Director	23/05/2014	N.A.
		Mrs. Sujata Chakravarty	Non-Executive Independent Director	10/08/2016	N.A.
3. Risk Management Committee (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.
4. Stakeholders Relationship Committee	YES	Mr. Gopalkrishnan Sivaraman	Chairman /Non-Executive Independent Director	23/05/2014	N.A.
		Mr. Raj Kumar Sekhani	Executive Director	21/05/2015	N.A.
		Mr. Harsh Vardhan Bassi	Executive Director	21/05/2015	N.A.
		Mr. Joginder Kumar Baweja	Non-Executive Independent Director	23/05/2014	N.A.
5. Corporate Social Responsibility Committee	YES	Mrs. Sujata Chakravarty	Chairman /Non-Executive Independent Director	10/08/2016	N.A.
		Mr. Raj Kumar Sekhani	Executive Director	10/08/2016	N.A.
		Mr. Harsh Vardhan Bassi	Executive Director	10/08/2016	N.A.
		Mr. Joginder Kumar Baweja	Non-Executive Independent Director	10/08/2016	N.A.
& Category of directors means executive/non-executive/independent/Nominee, if a director fits into more than one category write all categories separating them with hyphen					
III. Meeting of Board of Directors					

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Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
6 th November, 2020	2 nd February, 2021	Yes	6	3	87Days

*to be filled in only for the current quarter meetings

IV. Meeting of Committees

Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee					
2 nd February, 2021	Yes	3	2	6 th November, 2020	87Days
Nomination and Remuneration Committee					
NA				6 th November, 2020	87Days
Stakeholders Relationship Committee					
2 nd February, 2021	Yes	4	2	6 th November, 2020	87Days
Corporate Social Responsibility Committee					
2 nd February, 2021	Yes	4	2	N.A.	

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

** to be filled in only for current quarter meeting

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the

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requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.	
2. If status is ‘No” details of non-compliance may be given here.	
VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes	
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee- Yes	
b. Nomination & remuneration committee- Yes	
c. Stakeholders relationship committee- Yes	
d. Risk management committee (applicable to the top 100 listed entities) - N.A	
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes	
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes	
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here. - Yes	
	For PIONEER EMBROIDERIES LIMITED Sd/- (AMI THAKKAR)
Place: Mumbai	Company Secretary & Compliance Officer
Dated: 3 rd April, 2021	Membership No.: FCS 9196

Note:

Information at Table I and II above need to be necessarily given in quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

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ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding Pattern	Yes	
Details of agreements entered into with the media companies and/or their	Yes	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes

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Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/ compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	NA
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration Committee	19(1)& (2)	Yes
Composition of Stakeholder Relationship Committee	20(1)& (2)	Yes
Composition and role of risk Management Committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party transactions	23(1),(5),(6),(7)&(8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23,(2),(3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes

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Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note		
1. In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.		
2. If status is “No” details of non-compliance may be given here.		
3. If the Listed Entity would like to provide any other information the same may be indicated here.		
III Affirmations:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
		For PIONEER EMBROIDERIES LIMITED
		Sd/-
		(AMI THAKKAR)
Place: Mumbai		Company Secretary & Compliance Officer
Dated: 3 rd April, 2021		Membership No.: FCS 9196

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