



PIONEER GROUP

Date : 6th January, 2022
Ref. : BSE/NSE/61/2022-2023.

To,
Dept. of Corporate Services,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.
Company Code: 514300
Company ISIN: INE156C01018

To,
The Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400051.
Company Code: PIONEEREMB
Company ISIN: INE156C01018

Dear Sir/Madam,

Sub. : Quarterly Compliance Certificate on Corporate Governance for the Quarter Ended 31st December, 2022

Pursuant to the provision Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a Quarterly Compliance Certificate on Corporate Governance for the Quarter Ended 31st December, 2022. Please take note of the same

Kindly acknowledge receipt of the same.

Thanking You,
Yours faithfully,
For Pioneer Embroideries Limited

Ani Thakkar



(AMI THAKKAR)
Company Secretary & Compliance Officer
Membership No.: FCS 9196
Encl: As Above

PIONEER EMBROIDERIES LIMITED

.... a stitch ahead of time

Corp. Off.: Unit No. 21 to 25, 2nd Floor Orient House, 3-A Udyog Nagar, Off S. V. Road, Goregaon (West), Mumbai - 400062.
Tel.: 022-4223 2323 • Fax : 022-4223 2313 • E-mail : mumbai@pelhakoba.com • Website : www.pelhakoba.com
Regd. Off.: 101-B, Abhishek Premises, Plot No. C 5-6, Dalia Industrial Estate, Off. New Link Road,
Andheri (West), Mumbai - 400 058. CIN :- L17291MH1991PLC063752

[®]hakoba

Embroidery beyond *your* imagination

ANNEXURE I

Name of Listed Entity: - PIONEER EMBROIDERIES LIMITED

Quarter ending: - 31st December, 2022

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 Independent Directors hip in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	Number of memberships in Audit) Stakeholder Committee(s) Including this listed entity (Refer Regulation of 26(1) of Listing Regulations)	No of post of Chairperson in Audit) Stakeholder Committee held in listed entities including this listed entity (Refer Regulation of 26(1) of Listing Regulations)
Mr.	Raj Kumar Sekhani	AAFPS8065N00102843	Chairman/ Executive Director	25/10/1991	29/08/2020	--	--	06/06/1959	1	0	1	0

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Mr.	Harsh Vardhan Bassi	AFEPB9443D 00102941	Managing Director/ Executive Director	10/12/2003	29/10/2021	--	--	09/01/1974	1	0	2	0
Mr.	Joginder Kumar Baweja	AACPB8640B 01660198	Non-Executive Independent Director	06/02/2014	01/04/2019	--	8.10years	04/04/1953	1	1	2	1
Mr.	Gopalkrishna n Sivaraman	AANPS9053Q 00457873	Non-Executive Independent Director	17/04/2014	17/04/2019	--	8.08years	10/06/1953	1	1	2	1
Mr.	Saurabh Maheshwari	AFJPM3428E 00283903	Executive Director	18/05/2021	--	--	1.07years	27/11/1977	1	0	0	0
Mrs.	Sushama Sunil Bhatt	AEAPB4084P 009168896	Non-Executive Independent Director	18/05/2021	--	--	1.07years	12/09/1962	1	1	0	0
Whether regular chairperson appointed – Yes												
Whether chairperson is related to managing director or CEO - No												



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SPAN 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 chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non Executive /Independent)(Nominee) \$	Date of Appointment	Date of 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. Sushama Sunil Bhat	Non-Executive Independent Director	18/05/2021	N.A.
3. Risk Management Committee (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.

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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. Joginder Kumar Baweja	Non-Executive - Independent Director	23-05-2014	N.A.
		Mr. Harsh Vardhan Bassi	Executive Director	21-05-2015	N.A.
5. Corporate Social Responsibility Committee	YES	Mrs. Sushma Sunil Bhatt	Chairman /Non-Executive Independent Director	18/05/2021	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					
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)
29 th July, 2022	21 st October, 2022	Yes	6	3	69 Days
12 th August, 2022	14 th November, 2022	Yes	6	3	23 Days
*to be filled in only for the current quarter meetings					
IV. Meeting of Committees					

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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					
21 st October, 2022	Yes	3	2	29 th July, 2022	69 Days
14 th November, 2022	Yes	3	2	12 th August, 2022	23 Days
Nomination and Remuneration Committee					
14 th November, 2022	Yes	3	3	12 th August, 2022	93 Days
Stakeholders Relationship Committee					
14 th November, 2022	Yes	4	2	12 th August, 2022	93 Days
Corporate Social Responsibility Committee					
NA	Yes	4	2	12 th August, 2022	NA
*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	

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Note
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.
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

<p>For PIONEER EMBROIDERIES LIMITED</p>  <p>(AMI THAKKAR)</p>	
Place: Mumbai	Company Secretary & Compliance Officer
Dated: 6 th January, 2023	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 1

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	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

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CIN: L17291MH1991PLC063752



7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	N.A
Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Ami Thakkar
		<i>Ami Thakkar</i>
2	Designation	Company Secretary and Compliance Officer



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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)

Sr. No.	Item	Disclosure on website in terms of Listing Regulations	Compliance status (Yes/No/NA) refer note below	If Yes Provide link to website. If No/NA provide reasons.
		As per regulation 46(2) of the LODR:		
1	Details of business		Yes	www.pelhakoba.com
2	Terms and conditions of appointment of independent directors		Yes	www.pelhakoba.com
3	Composition of various committees of board of directors		Yes	www.pelhakoba.com
4	Code of conduct of board of directors and senior management personnel		Yes	www.pelhakoba.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy		Yes	www.pelhakoba.com
6	Criteria of making payments to non-executive directors		Yes	www.pelhakoba.com
7	Policy on dealing with related party transactions		Yes	www.pelhakoba.com
8	Policy for determining 'material' subsidiaries		Yes	www.pelhakoba.com
9	Details of familiarization programmes imparted to independent directors		Yes	www.pelhakoba.com
10	Email address for grievance redressal and other relevant details		Yes	www.pelhakoba.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes	www.pelhakoba.com
12	Financial results		Yes	www.pelhakoba.com
13	Shareholding Pattern		Yes	www.pelhakoba.com
14	Details of agreements entered into with the media companies and/or their associates		NA	NA
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange		Yes	www.pelhakoba.com
16	New name and the old name of the listed entity		NA	NA
17	Advertisements as per regulation 47 (1)		Yes	www.pelhakoba.com

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18	Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.pelhakoba.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.pelhakoba.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.pelhakoba.com
21	Materiality Policy as per Regulation 30	Yes	www.pelhakoba.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
23	It is certified that these contents on the website of the listed entity are correct.	Yes	www.pelhakoba.com
24	Disclosure of notes on website in terms of Listing Regulations explanatory	Yes	www.pelhakoba.com

II Annual Affirmations		Regulation Number	Compliance status (Yes/No/NA) refer note below
Particulars			
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'		16(1)(b) & 25(6)	Yes
Board composition		17(1), 17(1A) & 17(1B)	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
Recommendation of board		17(11)	Yes
Maximum Number of Directorship		17(1A)	Yes
Composition of Audit Committee		18(1)	Yes
Meeting of Audit Committee		18(2)	Yes
Composition of nomination & remuneration Committee		19(1)&(2)	Yes

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Quorum of nomination & remuneration Committee	19(2A)	Yes
Meeting of nomination & remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), (2) and (2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of risk Management Committee	21(3A)	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
Disclosure of related party transactions on consolidated basis	23(9)	Yes
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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25 (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
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

- 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.

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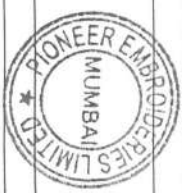
CIN: L17291MH1991PLC063752



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.: NA



Name of signatory	AMI THAKKAR
Designation	<p><i>Ami Thakkar</i></p> <p>Company Secretary and Compliance Officer</p> 

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Annexure II	
III. Affirmations	Particulars
Sr	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied
Annexure II	
1	Name of signatory
	
	
2	Designation
	Company Secretary and Compliance Officer

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