



PIONEER GROUP

Date : 8th April, 2019
Ref. : BSE/01/2019-2020.

To,
Ms. Neha Gada
DCS-CRD
BOMBAY STOCK EXCHANGE LIMITED
1st Floor, Rotunda Building,
B. S. Marg, Fort,
Mumbai - 400 001

Madam,

Ref. : Company Code: 514300
Sub. : Quarterly Compliance Certificate on Corporate Governance for the Quarter and Year Ended 31st March, 2019

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 and Year Ended 31st March, 2019. Please take note of the same

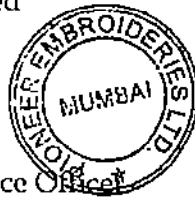
Kindly acknowledge receipt of the same.

Thanking You,

Yours faithfully,
For Pioneer Embroideries Limited

Ami Thakkar

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



PIONEER EMBROIDERIES LIMITED

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Corp. Off. : Unit No. 21 to 25, 2nd Floor, Orient House, 3-A Udyog Nagar, Off S. V. Road, Goregaon (West), Mumbai - 400 062
Tel. : 022-4223 2323 • Fax : 022-4223 2313 • Email : mumbai@pelhakoba.com • Website : www.pelhakoba.com

Regd. Off.: 101-B, Abhishek Premises, Plot No. C 5-6, Dalia Industrial Estate, Off New Link Rd., Andheri (W), Mumbai - 400 058

CIN : L17291MH1991PLC063752

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ANNEXURE I

PIONEER EMBROIDERIES LIMITED

1. Name of Listed Entity

2. Quarter ending

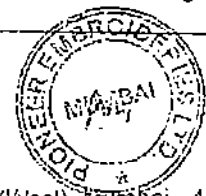
31ST MARCH, 2019

i. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Directors	PANS & DIN	Category (Chairperson /Executive/ Non Executive/ Independent/ Nominee) &	Date of Appointment in the current term /cessation on	Tenure *	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit) Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit) Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Raj Kumar Sckhani	AABPS8065N 00102843	Chairman / Executive Director	25/10/1991	--	1	1	-
Mr.	Harsh Vardhan Bassi	AFEPB9443D 00102941	Managing Director/ Executive Director	10/12/2003	--	1	2	-
Mr.	Joginder Kumar Baweja	AACP8640B 01660198	Non-Executive Independent Director	06/02/2014	5.01 years	1	3	2
Mr.	Gopalkrishnan Sivaraman	AANPS9053Q 00457873	Non-Executive Independent Director	17/04/2014	4.11 years	1	3	1
Mrs.	Sujata Chakravarty	ABDPC7725J 07584280	Non-Executive Independent Director	10/08/2016	2.7 years	1	-	-
Mr.	Gangadharan Kandam Rama Panicker	AIYPG0810C 07735379	Additional Director/ Executive Director	29/05/2017	1.10 years	1	-	-

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.

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II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive /Independent)Nominee) \$	
1. Audit Committee	Mr. Joginder Kumar Baweja	Chairman /Non-Executive Independent Director	
	Mr. Harsh Vardhan Bassi	Executive Director	
	Mr. Gopalkrishnan Sivaraman	Non-Executive Independent Director	
2. Nomination & Remuneration Committee	Mr. Joginder Kumar Baweja	Chairman /Non-Executive Independent Director	
	Mr. Gopalkrishnan Sivaraman	Non-Executive Independent Director	
	Mrs. Sujata Chakravarty	Non-Executive Independent Director	
3. Risk Management Committee (if applicable)	N.A.	N.A.	
4. Stakeholders Relationship Committee	Mr. Gopalkrishnan Sivaraman	Chairman /Non-Executive Independent Director	
	Mr. Raj Kumar Sekhani	Executive Director	
	Mr. Harsh Vardhan Bassi	Executive Director	
	Mr. Joginder Kumar Baweja	Non-Executive Independent Director	
5. Corporate Social Responsibility Committee	Mrs. Sujata Chakravarty	Chairperson /Non-Executive Independent Director	
	Mr. Raj Kumar Sekhani	Executive Director	
	Mr. Harsh Vardhan Bassi	Executive Director	
	Mr. Joginder Kumar Baweja	Non-Executive Independent Director	
& 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	Maximum gap between any two consecutive (in number of days)	
14 th November, 2018	04 th February, 2019	81 Days	
IV. Meeting of Committees			
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
04 th February, 2019	Yes	14 th November, 2018	81 Days
Nomination and Remuneration Committee			
04 th February, 2019	Yes	14 th November, 2018	81 Days
Stakeholders Relationship Committee			
04 th February, 2019	Yes	14 th November, 2018	81 Days
Corporate Social Responsibility Committee			
04 th February, 2019	N.A.	N.A.	
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

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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 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.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
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:

For PIONEER EMBROIDERIES LIMITED

Ami Thakkar

(AMI THAKKAR)

Company Secretary & Compliance Officer

Membership No.: FCS 9196

Place: Mumbai

Dated: 8th April, 2019

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	NA
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
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

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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
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
		<i>Ami Thakkar</i>
		(AMI THAKKAR)
Place: Mumbai		Company Secretary & Compliance Officer
Dated: 8 th April, 2019		Membership No.: FCS 9196

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