

**ANNEXURE I**

1. Name of Listed Entity  
2. Quarter ending

**PIONEER EMBROIDERIES LIMITED  
31<sup>ST</sup> MARCH, 2020**

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 Directorship 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 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 Sekhani	AABPS8065N00102843	Chairman / Executive Director	25/10/1991	29/08/2015	--	--	06/06/1959	1	0	1	-
Mr.	Harsh Vardhan Bassi	AFEPB9443D00102941	Managing Director/ Executive Director	10/12/2003	29/10/2016	--	--	09/01/1974	1	0	2	-
Mr.	Joginder Kumar Baweja	AACPB8640B01660198	Non-Executive Independent Director	06/02/2014	01/04/2019	--	6.01 years	04/04/1953	2	2	3	2
Mr.	Gopalkrishnan Sivaraman	AANPS9053Q00457873	Non-Executive Independent Director	17/04/2014	17/04/2019	--	5.11 years	10/06/1953	1	1	3	1

Mrs.	Sujata Chakravarty	ABDPC7725J 07584280	Non-Executive Independent Director	10/08/2016	--	--	3.07 years	10/10/1960	1	1	-	-
Mr.	Gangadharan Kandam Rama Panicker	AIYPG0810C 07735379	Additional Director/ Executive Director	29/05/2017	--	--	2.10 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 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. 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	23/05/2014	N.A.

			Director		
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

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)
7 <sup>th</sup> November, 2019	11 <sup>th</sup> February, 2020	Yes	5	2	95 Days

\*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*
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#### Audit Committee

11 <sup>th</sup> February, 2020	Yes	3	2	7 <sup>th</sup> November, 2019	95 Days
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#### Nomination and Remuneration Committee

N.A.	N.A.	N.A.	N.A.	7 <sup>th</sup> November, 2019	N.A.
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#### Stakeholders Relationship Committee

11 <sup>th</sup> February, 2020	Yes	4	2	7 <sup>th</sup> November, 2019	95 Days
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#### Corporate Social Responsibility Committee

N.A.	N.A.			N.A.	
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\*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

- 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.	
<b>VI. Affirmations</b>	
1. 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - <b>Yes</b>	
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee- <b>Yes</b>	
b. Nomination & remuneration committee- <b>Yes</b>	
c. Stakeholders relationship committee- <b>Yes</b>	
d. Risk management committee (applicable to the top 100 listed entities) - <b>N.A</b>	
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. - <b>Yes</b>	
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. - <b>Yes</b>	
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. - <b>Yes</b>	
	For <b>PIONEER EMBROIDERIES LIMITED</b>
	<b>Sd/-</b> <b>(AMI THAKKAR)</b>
Place: Mumbai	Company Secretary & Compliance Officer
Dated: 8 <sup>th</sup> April, 2020	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.

## 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 programs 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
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	NA
New name and the old name of the listed	NA
Advertisements as per regulation 47 (1)	Yes
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
<b>As per other regulations of the LODR:</b>	
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 43A (as applicable)	NA
It is certified that these contents on the website of the listed entity are correct.	Yes

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
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
Quorum of Board meeting	17(2A)	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	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration Committee	19(1)& (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of nomination & remuneration committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(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	22	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(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	23(9)\	Yes

basis		
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)	NA
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
<b>Note</b>		
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.		
<b>III Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
		For <b>PIONEER EMBROIDERIES LIMITED</b>
		Sd/-
		<b>(AMI THAKKAR)</b>
Place: Mumbai		Company Secretary & Compliance Officer
Dated: 8 <sup>th</sup> April, 2020		Membership No.: FCS 9196