



SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067.

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Date:- 18/08/2023

To,
The Board of Directors
PIONEER EMBROIDERIES LIMITED
Unit 101B, 1ST FLR, Abhishek Premises, Plot No.C5-6
Dalia Ind. Est.,Off. New Link Road,
Andheri (W) Mumbai 400058

Subject: Proposed Preferential issue of 38,40,000 Share warrants by PIONEER EMBROIDERIES LIMITED ('the Company') in terms of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018 ("ICDR Regulations").

Dear Sir / Madam,

In connection with the proposed issuance of 38,40,000 (Thirty Eight Lakh Forty Thousand) Share Warrants of face value of Rs. 10/- (Rupees Ten Only) to persons belonging Promoter & Non-Promoter Group Category at an issue price of Rs. 43/- determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended, by way of Preferential issue on a Private Placement basis (hereinafter preferential issue) as approved by the Board of Directors of the Company in their meeting held on Friday, August 18, 2023 subject to approval of shareholders of the Company and stock exchanges where the shares of the company are listed and any other regulatory authority, and in terms of requirement of sub-para 2 of para 163 of Part III of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, we hereby certify that the proposed preferential issue is being made in accordance with the provisions of ICDR Regulation as applicable to the Preferential issue.

This certificate is being issued to **PIONEER EMBROIDERIES LIMITED** for placing the same on the website of the company and placing before the shareholders at the General meeting to be held for seeking approval of the shareholders of the company, in terms of the provisions of the Regulations 163(2) of the ICDR Regulation.

For SANJAY DHOLAKIA & ASSOCIATES

(SANJAY DHOLAKIA)

Practising Company Secretary

Proprietor

Membership No. 2655

C P No.: 1798

Date: 18th August, 2023

Place: Mumbai

Peer Review Firm No:- 2036/2022

UDIN: F002655E000819867