

Date : 14<sup>th</sup> July, 2023  
Ref. : BSE/NSE/25/2023-2024.

**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 30<sup>th</sup> June, 2023

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 30<sup>th</sup> June, 2023. Please take note of the same

Kindly acknowledge receipt of the same.

Thanking You,

Yours faithfully,  
For Pioneer Embroideries Limited

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

## ANNEXURE I

Name of Listed Entity :- PIONEER EMBROIDERIES LIMITED

Quarter ending :- 30<sup>th</sup> June, 2023

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	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 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	29/08/2020	--	--	06/06/1959	1	0	1	0
Mr.	Harsh Vardhan Bassi	AFEPB9443D00102941	Managing Director/ Executive Director	10/12/2003	29/10/2021	--	--	09/01/1974	1	0	2	0
Mr.	Joginder Kumar Baweja	AACPB8640B01660198	Non- Executive Independent Director	06/02/2014	01/04/2019	--	9.04years	04/04/1953	1	1	2	1
Mr.	Gopalkrishnan Sivaraman	AANPS9053Q00457873	Non- Executive Independent Director	17/04/2014	17/04/2019	--	9.02years	10/06/1953	1	1	2	1



Mr.	Saurabh Maheshwari	AFJPM3428E00283903	Additional Director/ Executive Director	18/05/2021	--	--	2.01years	27/11/1977	1	0	0	0
Mrs.	Sushama Sunil Bhatt	AEAPB4084P009168896	Additional Director /Non-Executive Independent Director	18/05/2021	--	--	2.01years	12/09/1962	1	1	0	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. Sushama Sunil Bhatt	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.



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)
11 <sup>th</sup> February, 2023	25 <sup>th</sup> May, 2023	Yes	6	3	102 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

25 <sup>th</sup> May, 2023	Yes	3	2	11 <sup>th</sup> February, 2023	102 Days
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Nomination and Remuneration Committee

N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
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Stakeholders Relationship Committee

25 <sup>th</sup> May, 2023	Yes	4	2	11 <sup>th</sup> February, 2023	102 Days
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Corporate Social Responsibility Committee

N.A.	N.A.	N.A.	N.A.	11 <sup>th</sup> February, 2023	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	
<p>Note</p> <p>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.</p>					
VI. Affirmations					
<p>1.) The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. -Yes</p> <p>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 &amp; remuneration committee-Yes c.) Stakeholders relationship committee-Yes d.) Risk management committee (applicable to the top 100 listed entities) –N.A</p> <p>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</p> <p>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</p> <p>5.) This report and/or the report submitted in the previous quarter has been placed before Board of Directors.</p> <p>6.) Any comments/observations/advice of Board of Directors may be mentioned here. –Yes</p>					
		For PIONEER EMBROIDERIES LIMITED			
		(AMI THAKKAR)			
Place: Mumbai		Company Secretary & Compliance Officer			
Dated: 14 <sup>th</sup> July, 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.