

Date : 17<sup>th</sup> October, 2023  
Ref. : BSE/NSE/55/2023-2024

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

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

Dear Sir/Madam,

Sub. : Quarterly Compliance Certificate on Corporate Governance for the Quarter Ended 30<sup>th</sup> September, 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> September, 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> September, 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 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 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	AACP8640B01660198	Non-Executive Independent Director	06/02/2014	01/04/2019	--	9.07years	04/04/1953	1	1	2	1
Mr.	Gopalkrishnan Sivaraman	AANPS9053Q00457873	Non-Executive Independent Director	17/04/2014	17/04/2019	--	9.05years	10/06/1953	1	1	2	1

Mr.	Saurabh Maheshwari	AFJPM3428E00283903	Executive Director	18/05/2021	--	--	2.04years	27/11/1977	1	0	0	0
Mrs.	Sushama Sunil Bhatt	AEAPB4084P009168896	Non-Executive Independent Director	18/05/2021	--	--	2.04years	12/09/1962	1	1	0	0
Mr.	Mahesh Kumar Gupta	AGHPG7468H01821446	Non-Executive Independent Director	28/08/2023	--	--	0.01 Month	30-11-1959	1	1	0	0
Mr.	Varun Kathuria	AGKPK7627B00027987	Non-Executive Independent Director	28/08/2023	--	--	0.01 Month	13-03-1966	1	1	0	0
Whether regular chairperson appointed – Yes												
Whether chairperson is related to managing director or CEO - No												
<p>\$PAN number of any director would not be displayed on the website of Stock Exchange &amp;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</p> <p>*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.</p>												

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)
25 <sup>th</sup> May, 2023	10 <sup>th</sup> August, 2023	Yes	6	3	76 Days
25 <sup>th</sup> May, 2023	18 <sup>th</sup> August, 2023	Yes	6	3	7 Days
25 <sup>th</sup> May, 2023	28 <sup>th</sup> August, 2023	Yes	8	5	9 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*
<b>Audit Committee</b>					
10 <sup>th</sup> August, 2023	Yes	3	2	25 <sup>th</sup> May, 2023	76 Days
<b>Nomination and Remuneration Committee</b>					
28 <sup>th</sup> August, 2023	Yes	3	3	N.A.	N.A.
<b>Stakeholders Relationship Committee</b>					
10 <sup>th</sup> August, 2023	Yes	4	2	25 <sup>th</sup> May, 2023	76 Days
<b>Corporate Social Responsibility Committee</b>					
N.A.	N.A.	N.A.	N.A.	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

\*\* to be filled in only for current quarter meeting

### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
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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          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>	
<p>VI. Affirmations</p>	
<p>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 &amp; 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. Yes          6.) Any comments/observations/advice of Board of Directors may be mentioned here. –Yes</p>	
	<p>For PIONEER EMBROIDERIES LIMITED</p> <p>(AMI THAKKAR)</p>
Place: Mumbai	Company Secretary & Compliance Officer
Dated: 17 <sup>th</sup> October, 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.

**Annexure II**

**III. Affirmations**

Sr. No.	Particulars	Regulations Number	Compliance status (YES/NO/NA)	If status is "No" details of Non-Compliance may be given here.
1.	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website.	46(2)	Yes	
2.	Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	Yes	
3.	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting.	19(3)	Yes	
4.	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting.	20(3)	Yes	
5.	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6.	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7.	Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	Yes	

**Annexure III**

1.	Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No		
1.	Name of signatory			AMI THAKKAR
2.	Designation			Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure		Not Applicable	
Reason for Non Applicability			
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below</b>			
<b>(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			



<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(D) Additional Information</b>			
<b>II. Affirmations</b>		<b>Compliance Status</b>	<b>Company Remarks</b>
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			
Name		DEEPAK SIPANI	
		Sd/-	
Designation		Chief Finance Officer	
Place		Mumbai	
Date		17 <sup>th</sup> October, 2023	