

Date : 28<sup>th</sup> May, 2024

Ref. : BSE/NSE/CSE/20/2024-2025.

To,  
Dept. of Corporate Services,  
Bombay Stock Exchange Ltd,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001.  
Company Code: 514300  
Company ISIN: INE156C01018

To,  
The Listing Department,  
National Stock Exchange of India Ltd,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai- 400051.  
Company Code: PIONEEREMB  
Company ISIN: INE156C01018

To,  
The Listing Department,  
Calcutta Stock Exchange Ltd,  
7, Lyons Range, 4<sup>th</sup> Floor,  
Kolkata – 700 001.  
Company Code: 26033  
Company ISIN: INE156C01018

Sub. : Annual Secretarial Compliance Report For The Year Ended 31st March, 2024

Ref. : SEBI CIRCULAR NO. CIR/CFD//CMD1/27.2019 DATED 8TH FEBRUARY, 2019

Dear Sir/Madam,

In terms of Clause 3 (b)(iii) of the above referred Circular and Pursuant to Regulation 24 A of SEBI (LODR) Regulations, 2015, we are submitting the Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2024 issued by Mr. Sanjay Dholakia of M/s. Sanjay Dholakia & Associates Practising Company Secretary and the Secretarial Auditor of the Company.

We request you to take the same on your records.

Thank you,

Yours faithfully,

For PIONEER EMBROIDERIES LIMITED

(AMI THAKKAR)  
Company Secretary & Compliance Officer

Membership No.: FCS 9196

Encl: As Above

## **PIONEER EMBROIDERIES LIMITED**

Regd. Office: Unit No. 101B. 1st Floor, Abhishek Premises, Plot No. C5-6, Dalia Industrial Estate, Off New Link Road, Andheri (West), Mumbai -400058. Website: [www.pelhakoba.com](http://www.pelhakoba.com), E-mail: [mumbai@pelhakoba.com](mailto:mumbai@pelhakoba.com)

Corporate Office: Unit No 21 to 25, 2nd Floor, Orient House, 3A Udyog Nagar, Off S.V. Road, Goregaon (West), Mumbai – 400 062. Maharashtra (India), Tel: +91-22-4223 2323 Fax: +91-22- 4223 2313.

**CIN: L17291MH1991PLC063752**



## **SANJAY DHOLAKIA & ASSOCIATES**

COMPANY SECRETARIES

BCOM LLB FCS

GP 15, 2nd Floor, Raghuleela Mall, Behind Poincur Bus Depot, Kandivali (West), Mumbai - 400 067.  
☎ : 31578826 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

### **ANNUAL SECRETARIAL COMPLIANCE REPORT OF PIONEER EMBROIDERIES LIMITED FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024**

(Pursuant to Regulation 24A (2) SEBI (Listing Obligations and Disclosure Requirements),  
Regulations, 2015 read with circular dated 8<sup>th</sup> February 2019 issued by SEBI)

To,

#### **PIONEER EMBROIDERIES LIMITED**

Unit 101b, 1st Flr, Abhishek Premises, Plot No.C5-6 Dalia Ind. Est.,  
Off. New Link Road, Andheri (W), Mumbai, Maharashtra, India, 400058

#### **I Sanjay Dholakia, Practising Company Secretary have examined:**

- (a) All the documents and records made available to us and explanation provided by **Pioneer Embroideries Limited** ("the listed entity");
- (b) The filings / submission made by the listed entity to the stock exchanges;
- (c) Website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report

#### **For the financial year ended 31<sup>st</sup> March 2024 ("Review Period") in respect of compliance with the provisions of:**

- (a) The Securities and Exchange Board of India Act ,1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contract (Regulation) Act,1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI Act");

#### **The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include: -**

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations,2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations,2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;
- (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



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- (g) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars / guidelines issued thereunder.
- (i) Securities and Exchange of Board of India (Buy-back Regulation), 2018:

**And based on the above examination, I hereby report that, during the Review Period:**

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:-  
(Not applicable)

Sr. No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks Of The Practicing Company Secretary	Management Response	Remarks
1	NIL									

\*During the year under review, The Scheme of Arrangement between Pioneer Embroideries Limited ("PEL" or Demerged Company") and Pioneer Realty Limited ("PRL" or "Resulting Company" was being returned by BSE Limited and National Stock Exchange of India Limited (NSE) to the Company with the liberty to submit the same again once the said NOC is received from Calcutta Stock Exchange (CSE).

- b) The listed entity has taken the following actions to comply with the observations made in previous reports.

Sr. No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks Of The Practicing Company Secretary	Management Response	Remarks
	NIL									



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**I further based on the above examination hereby affirm following compliances during the Review Period:**

Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS
1	<u>Secretarial Standard:</u> The compliances of listed entity are in accordance with the applicable Secretarial Standards (SS) issued by Institute of Company Secretaries of India (ICSI).	Yes	
2	<u>Adoption and timely updation of the Policies:</u>  i) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.  ii) All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes  Yes	
3	<u>Maintenance and disclosures on Website:</u>  • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes  Yes  Yes	
4	<u>Disqualification of Director:</u>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	



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5	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	N.A.  Yes	The company does not have material subsidiary.
6	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	
8	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.</p>	Yes  N.A.	The Company has obtained prior approval of Audit Committee for all Related party transactions
9	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	



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10	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	
13	<b>Additional Non-compliances, if any:</b> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	

### Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.



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4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

#### **For SANJAY DHOLAKIA & ASSOCIATES**

Sanjay  
Rasiklal  
Dholakia

Digitally signed by  
Sanjay Rasiklal  
Dholakia  
Date: 2024.05.27  
15:11:00 +05'30'

(SANJAY DHOLAKIA)  
**Practicing Company secretary**  
Proprietor

**Membership No. FCS 2655 CP 1798**  
Peer Reviewed Firm No. 2036/2022

Place: Mumbai  
Date: 27.05.2024

UDIN: F002655F000453261