

Date : 10th September, 2019
Ref. : NSE/33/2019-2020.

To,
Mr. Hari K.
Manager
National Stock Exchange of India Limited
"Exchange Plaza", Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051.

Dear Sir,

Ref. : COMPANY CODE : PIONEEREMB
Su. : PROCEEDINGS /MINUTES OF 27TH ANNUAL GENERAL MEETING HELD ON 26TH AUGUST, 2019

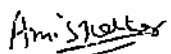
Pursuant to sub regulation (2) of Regulation 30 read with Part A of Schedule III, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed Proceedings/Minutes of the 27th Annual General Meeting held on Monday, 26th August, 2019 at the Goregaon Sports Club, Ground Floor, East Banquet Hall, Link Road, Malad (West), Mumbai- 400064.

You are requested to take the same on your records.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For PIONEER EMBROIDERIES LIMITED


(AMI THAKKAR)

Company Secretary & Compliance Officer
Membership No.: FCS 9196
Encl: As Above



PIONEER EMBROIDERIES LIMITED

... a stitch ahead of time

Corp. Off. : Unit No. 21 to 25, 2nd Floor, Orient House, 3-A Udyog Nagar, Off S. V. Road, Goregaon (West), Mumbai - 400 062
Tel. : 022-4223 2323 • Fax : 022-4223 2313 • Email : mumbai@pelhakoba.com • Website : www.pelhakoba.com

Regd. Off.: 101-B, Abhishek Premises, Plot No. C 5-6, Dalia Industrial Estate, Off New Link Rd., Andheri (W), Mumbai - 400 058
CIN : L17291MH1991PLC063752

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Embroidery beyond your imagination

HELD AT _____ ON _____ TIME _____

MINUTES OF THE TWENTY-SEVENTH ANNUAL GENERAL MEETING OF PIONEER EMBROIDERIES LIMITED HELD ON MONDAY, 26TH AUGUST, 2019 AT THE GOREGAON SPORTS CLUB, GROUND FLOOR, EAST BANQUET HALL, LINK ROAD, MALAD (WEST), MUMBAI- 400064 AT 10.00 A.M. AND CONCLUDED AT 11:00 A.M.

Members Present

Mr. Rajkumar Jivraj Sekhani (DIN 00102843)	Chairman
Mr. Harsh Vardhan Bassi (DIN 00102941)	Managing Director
Mr. Gopalkrishnan Sivaraman (DIN 00457873)	Director
Mr. Joginder Kumar Baweja (DIN 01660198)	Director
Mr. Gangadharan Panicker (DIN 07735379)	Director
Mrs. Sujata Chakravarthy (DIN 07584280)	Director
Mrs. Ami Thakkar	Company Secretary
Mr. Sanjay Dholakia	Secretarial Auditor (M/s. Sanjay Dholakia & Associates, Practicing Company Secretary)
Mr. Deepak Sipani	Chief Financial Officer
Mr. Vishal Sekhani	Vice President

No. of members present: 68 members were present in person including 2 representative of body Corporate.

The Company did not receive any proxies.

1. Chairman

Mr. Rajkumar Jivraj Sekhani, Chairman of the Company, took the chair.

The Chairman welcomed the members present.

2. Quorum

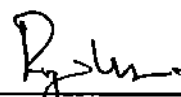
The Chairman ascertained the quorum for the meeting was present, called the Meeting to order.

3. Notice

With the permission of the Members present, the Notice convening the Twenty Seventh Annual General Meeting (AGM) was taken as read.

4. Inspection of Registers:

The Chairman informed the Members that the Statutory Registers of the Company which were required to be kept open for inspection of the Members as per the provisions of the Companies Act, 2013, were kept open at the meeting for inspection of the Members. Also, the Auditor's Report and the Secretarial Audit Report were available for inspection.



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

5. Auditors' Report:

The Chairman informed the members that as the Auditors' Report doesn't have any comment or qualification, pursuant to Section 145 of the Companies Act, the same was not required to be read.

6. Voting at the meeting:

The Chairman informed the members present at the meeting that as per the requirements of the Companies Act, 2013 and the Rules made there under, the Company had provided E-voting facility for the Twenty-Seventh AGM of the Company to the Members for wider participation to the voting process. Mr. Sanjay Dholakia, Practising Company Secretary was appointed as the Scrutinizer for the e-voting process.

Mrs. Ami Thakkar, Company Secretary of the Company informed that the Company has also provide voting facilities by ordering poll on all the resolution wherein the members present and who have not voted electronically can vote.

Thereafter, she briefed the members about the manner in which meeting would proceed. She informed that firstly she would brief the purpose of all the resolutions, thereafter she would request someone from the members present to propose and second the resolution and then declare the poll on all the resolutions.

She clarified that in case any of the members required any clarification or had any queries w.r.t. any of the resolutions proposed to be passed, he/she may raise queries.

She also inquired if they had any query or to ask about the working of the Company, which the management would be glad to answer. The members raised their queries and the Chairman & Managing Director replied to it.

Thereafter, she proceeded with the agenda of the meeting.

ORDINARY BUSINESS:7. Adoption of Audited Annual Financial Statements:

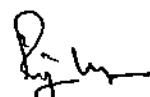
The Chairman informed that the first resolution was for adoption of Annual Financial Statements for the financial year ended 31st March, 2019 and Reports of the Board of Directors (the Board) and the Auditors thereon to be passed as an Ordinary Resolution. Thereafter the Chairman moved the following resolution:

"RESOLVED THAT the Audited Financial Statement for the financial year ended 31st March, 2019 comprising of the Balance Sheet as at 31st March, 2019 and the Statement of Profit & Loss Account (Profit and Loss Account) for the year ended on that date, together with the Cash Flow Statement, Notes, Reports of the Board of Directors' (the Board) and the Auditors' thereon be and are hereby approved and adopted."

The Chairman then requested someone to propose and second the resolution.

Proposed by: Mr. Bharat Negandhi

Seconded by: Mr. Naresh Kachalia



CHAIRMAN'S INITIALS

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8. To appoint a Director in place of Mr. Gangadharan Kandan Rama Panicker (DIN: 07735379), who retires by rotation and being eligible, offers himself for re-appointment:
The Chairman informed the members that Gangadharan Kandan Rama Panicker (DIN: 07735379), a Director, liable to retire by rotations, and was eligible for re-appointment as Director.

The Chairman moved the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013, Mr. Gangadharan Kandan Rama Panicker (DIN: 07735379), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as a Director of the Company."

The Chairman then requested someone to propose and second the resolution.

Proposed by: Mr. Tushar Sodha

Seconded by: Mrs. Nalini Padhni

SPECIAL BUSINESS:

9. Re-appointment of Mr. Joginder Kumar Baweja (DIN: 01660198), as an Independent Director of the Company:

The Chairman took up the next item on the agenda regarding re-appointment of Mr. Joginder Kumar Baweja (DIN: 01660198), as an Independent Director of the Company.

Thereafter, the following Special Resolution to be passed:

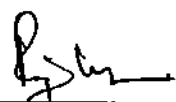
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members be and is hereby accorded for re-appointment of Mr. Joginder Kumar Baweja (DIN:01660198) as an Independent Director of the Company to hold office for second consecutive term of 5 (five) years for a term up to 31st March, 2024 and he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT Mr. Harsh Vardhan Bassi, Managing Director of the Company be and is hereby authorized to do all the act, deeds and things which are necessary for the aforesaid re-appointment."

The Chairman then requested someone to propose and second the resolution.

Proposed by: Mr. Bharat Shah

Seconded by: Mrs. Shobha Bharne


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

10. Re-appointment of Mr. Gopalkrishnan Sivaraman (DIN: 00457873), as an Independent Director of the Company:

The Chairman took up the next item on the agenda regarding re-appointment of Mr. Gopalkrishnan Sivaraman (DIN: 00457873), as an Independent Director of the Company.

Thereafter, the following Special Resolution to be passed:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for re-appointment of Mr. Gopalkrishnan Sivaraman (DIN:00457873), who was appointed as an Independent Director of the Company to hold office for second consecutive term of 5 (five) years for a term up to 16th April, 2024 and he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT Mr. Harsh Vardhan Bassi, Managing Director of the Company be and is hereby authorized to do all the act, deeds and things which are necessary for the aforesaid re-appointment."

The Chairman then requested someone to propose and second the resolution.

Proposed by: Mr. Deepak Lakhani

Seconded by: Mrs. Jayshree Jayraj

11. Re-Appointment and Payment of remuneration of M/s. Vipul Bharadwaj & Co., as Cost Auditors & fixing their remuneration:

The Chairman informed the members about the next resolution for Re-Appointment and Payment of remuneration of M/s. Vipul Bharadwaj & Co., as Cost Auditors & fixing their remuneration.

The Chairman then moved the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members be and is hereby accorded for re-appointment of M/s. Vipul Bhardwaj & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2019 at a remuneration, amounting to ₹50,000 plus GST as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit."

The Chairman then requested someone to propose and second the resolution.

Proposed by: Mr. Bharat Shah

Seconded by: Mr. Abhay Shah



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

12. Approval for reclassification of authorised share capital of the Company

The Chairman informed the members about the next resolution for Reclassification of Authorised share Capital of the Company.

The Chairman then moved the following resolution as an Ordinary Resolution:

"RESOLVED THAT consent of the members be and is hereby accorded and pursuant to the provisions of Section 64 and other applicable provisions of the Companies Act, 2013 and Articles of Association of the Company, the Authorized Share Capital of the Company be re-classified from the existing ₹50,00,00,000/- (Rupees Fifty Crores Only) divided into 3,30,00,000 (Three Crores Thirty lacs) Equity Shares of ₹10/- (Rupees Ten Only) each and 1,70,00,000 (One Crore Seventy Lacs) Preference Shares of ₹10/- (Rupees Ten only) each to ₹50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of ₹10/- (Rupees Ten Only) each."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and clause V of the Memorandum of Association of the Company be substituted with the following new clause V:

V. The Authorized Share Capital of the Company is ₹50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of ₹10/- (Rupees Ten Only) each with rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013, or provided by the Articles of Association of the Company for the time being."

"RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do such necessary acts, deeds, things, and take all such actions as may be required in relation to the same."

The Chairman then requested someone to propose and second the resolution.

Proposed by: Mr. Rajesh Chainani

Seconded by: Mr. K D Mahajan

13. To approve "Pioneer Embroideries Limited Employee Stock Option Plan 2018"

The Chairman informed the members about the next resolution for approval of "Pioneer Embroideries Limited Employee Stock Option Plan 2018".

Thereafter, the following resolution was moved to be passed as Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations") and subject to such other


CHAIRMAN'S INITIALS

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approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be imposed or prescribed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee thereof including the Nomination and Remuneration Committee ("NRC") duly authorised by the Board), approval and consent of the Members of the Company be and are hereby accorded to the 'Pioneer Embroideries Limited Employee Stock Option Plan 2018 (hereinafter referred to as the "PEL ESOP 2018"/ "Plan") and to authorize the Board to create, offer and grant from time to time upto 12,05,864 (Twelve Lacs Five Thousand Eight Hundred and Sixty Four) Employee Stock Options ("ESOPs") being not exceeding 5% (Five percent) of the paid-up equity share capital of the Company as on the date of passing the resolution to the permanent employees (excluding promoters) and/or Directors (including whole-time directors but excluding non-executive independent directors) of the Company, whether working in India or outside India, as may be decided by the Board under the Plan (hereinafter referred to as an "employees" or "eligible employees"), convertible into equivalent number of equity shares of ₹10/- (Rupees Ten) each, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and provisions of PEL ESOP 2018; through Nomination and Remuneration Committee (hereinafter referred to as "NRC") and on such terms and conditions, as may be determined by the Board under PEL ESOP 2018."

"RESOLVED FURTHER THAT the Board be and is hereby further authorised to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the Plan and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company."

"RESOLVED FURTHER THAT as is required, the Company shall confirm to the accounting policies as applicable to the Company, from time to time."

"RESOLVED FURTHER THAT the number of ESOPs that may be granted to any eligible employee including any Director of the Company (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), in any financial year and in aggregate under the Plan shall be less than 1% (One percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company."

"RESOLVED FURTHER THAT the aforesaid ceiling of 12,05,864 (Twelve Lacs Five Thousand Eight Hundred and Sixty Four) ESOPs convertible into equivalent number of equity shares of ₹10/- (Rupees Ten) each shall be appropriately adjusted, in case of any corporate action(s) such as rights issues, bonus issues, sub-division, split or consolidation of shares, any change in capital structure, merger and/or sale of division/undertaking or any other re-organisation /restructuring of the Company, without affecting any other rights or obligations of the option grantees."

"RESOLVED FURTHER THAT the Board be and is hereby empowered:

- i) to administer, implement and supervise the PEL ESOP 2018 either directly by itself or through NRC;
- ii) to formulate, approve, evolve, modify, change, vary, alter, amend, suspend or terminate the PEL ESOP 2018 and determine and bring into effect such terms and conditions and procedures for grantor vesting of Share(s)/Option(s) under PEL ESOP 2018 either directly by itself or through NRC;
- iii) to grant, issue, re-issue, recall, surrender, cancel and withdraw stock options from time to time and to determine the terms and conditions therefore;


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

- iv) to re-price the options as it deems fit but not below the face value of equity shares of the Company, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under PEL ESOP 2018
- v) to take necessary steps for listing of the equity shares allotted under the PEL ESOP 2018 as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, where the equity shares of the Company are listed;
- vi) to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors, Director, Officer or Authorised Representative of the Company;

to do all such acts, deeds, things and matters as may be considered necessary or expedient and settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts and to do all such acts, deeds, matters and things as may be required, to give full effect to the aforesaid Resolution(s)."

The Chairman then requested someone to propose and second the resolution.

Proposed by: Mr. Bharat Negandhi

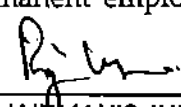
Seconded by: Mr. Naresh Kachalia

14. To approve "Pioneer Embroideries Limited Employee Stock Option Plan 2018" - Holding Company and/or Subsidiary Company(ies)

The Chairman informed the members about the next resolution for approval of "Pioneer Embroideries Limited Employee Stock Option Plan 2018" for its holding and subsidiary Company (ies).

Thereafter, the following resolution was moved to be passed as Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be imposed or prescribed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee thereof including the Nomination and Remuneration Committee ("NRC") duly authorised by the Board), approval and consent of the Members of the Company be and are hereby accorded to the 'Pioneer Embroideries Limited Employee Stock Option Plan 2018 (hereinafter referred to as the "PEL ESOP 2018" / "Plan") and to authorize the Board to create, offer and grant from time to time upto 12,05,864 (Twelve Lacs Five Thousand Eight Hundred and Sixty Four) Employee Stock Options ("ESOPs") being not exceeding 5% (Five percent) of the paid-up equity share capital of the Company as on the date of passing the resolution to the permanent employees


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

(excluding promoters) and/or Directors (including whole-time directors but excluding non-executive independent directors) of the Subsidiary Company, whether working in India or outside India, and/or to the permanent employees (excluding promoters) and/or Directors (including whole-time directors but excluding non-executive independent directors) of the Holding Company, whether working in India or outside India, as may be decided by the Board under the Plan (hereinafter referred to as an "employees" or "eligible employees"), convertible into equivalent number of equity shares of ₹10/- (Rupees Ten) each, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and provisions of PEL ESOP 2018; through Nomination and Remuneration Committee (hereinafter referred to as "NRC") and on such terms and conditions, as may be determined by the Board under PEL ESOP 2018."

"RESOLVED FURTHER THAT the Board be and is hereby further authorised to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the Plan and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company."

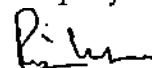
"RESOLVED FURTHER THAT as is required, the Company shall confirm to the accounting policies as applicable to the Company, from time to time."

"RESOLVED FURTHER THAT the number of ESOPs that may be granted to any eligible employee including any Director of the Company (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), in any financial year and in aggregate under the Plan shall be less than 1% (One percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company."

"RESOLVED FURTHER THAT the aforesaid ceiling of 12,05,864 (Twelve Lacs Five Thousand Eight Hundred and Sixty Four) ESOPs convertible into equivalent number of equity shares of ₹10/- (Rupees Ten) each shall be appropriately adjusted, in case of any corporate action(s) such as rights issues, bonus issues, sub-division, split or consolidation of shares, any change in capital structure, merger and/or sale of division/undertaking or any other re-organisation /restructuring of the Company, without affecting any other rights or obligations of the option grantees."

"RESOLVED FURTHER THAT the Board be and is hereby empowered:

- i) to administer, implement and supervise the PEL ESOP 2018 either directly by itself or through NRC;
- ii) to formulate, approve, evolve, modify, change, vary, alter, amend, suspend or terminate the PEL ESOP 2018 and determine and bring into effect such terms and conditions and procedures for grantor vesting of Share(s)/Option(s) under PEL ESOP 2018 either directly by itself or through NRC;
- iii) to grant, issue, re-issue, recall, surrender, cancel and withdraw stock options from time to time and to determine the terms and conditions therefore;
- iv) to re-price the options as it deems fit but not below the face value of equity shares of the Company, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under PEL ESOP 2018;
- v) to take necessary steps for listing of the equity shares allotted under the PEL ESOP 2018 as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, where the equity shares of the Company are listed;


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- vi) to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors, Director, Officer or Authorised Representative of the Company;

to do all such acts, deeds, things and matters as may be considered necessary or expedient and settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

The Chairman then requested someone to propose and second the resolution.

Proposed by: Mr. Bharat Shah

Seconded by: Mr. Naresh Kachalia

15. Vote by the Members:

The Chairman then requested Scrutinizer to Conduct the Poll for all 8 resolutions. Accordingly, under the Supervision of the scrutinizer, the ballot papers were distributed to the members present. The empty ballot box was shown to the members and locked & sealed in their presence. The members, hereafter, exercised their voting option and put the ballot papers in the box.

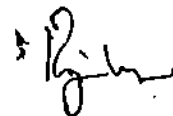
The members were informed that the Scrutinizer's Report and results of the poll would be posted on the website of the company and submitted to the BSE & NSE after conclusion of the of meeting within due time.

16. Vote of Thanks:

The Chairman thanked all the members present for sparing their valuable time to attend the meeting, their co operation in conducting the transactions at the meeting and declared the meeting as closed.

Place: Mumbai

Date: 7th September, 2019



Chairman

Minutes Prepared on 7th September, 2019

Minutes Entered on 7th September, 2019

CHAIRMAN'S INITIALS