



PIONEER GROUP



PIONEER EMBROIDERIES LIMITED

25th
Annual Report
2016-2017

Dope Dyed Polyester Yarn Unit, Kala-amb, Himachal Pradesh





BOARD OF DIRECTORS AND OTHER INFORMATION

BOARD OF DIRECTORS

RAJ KUMAR SEKHANI (DIN:00102843)	Chairman
HARSH VARDHAN BASSI (DIN:00102941)	Managing Director
GANGADHARAN KANDAM RAMA PANICKER (DIN:07735379)	Executive Director
JOGINDER KUMAR BAWEJA (DIN:01660198)	Independent Director
GOPALKRISHNAN SIVARAMAN (DIN:00457873)	Independent Director
MRS. SUJATA CHAKRAVARTY (DIN:07584280)	Independent Director

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BANKERS

UNION BANK OF INDIA

CFO

NAWAL SHARMA

COMPANY SECRETARY & COMPLIANCE OFFICER

AMI THAKKAR

STATUTORY AUDITORS

M B A H & CO
Chartered Accountants

Works:

Embroidery & Bobbin Lace (ELD):

- SARIGAM : 1637, 1639, G.I.D.C. Sarigam, Dist. Valsad, Gujarat - 396 155
- NAROLI : Primer Industrial Estate, Survey No. 678/1/2, Village Naroli, Silvassa, (U.T.)-396 203
- COIMBATORE : Mettupalayam Road, Chinnamaddampalayam, Billichy Post, Coimbatore - 641 019

Process House : 1638, G.I.D.C., Sarigam, Dist. Valsad, Gujarat - 396 155

Dope Dyed Polyester Yarn (DDPY) : Village-Kheri, Trilokpur Road, Kala-Amb, Dist Sirmour, Himachal Pradesh - 173 030

Offices:

- Registered Office : Unit No, 101B, 1st Floor, Abhishek Premises, Plot No. C5-6, Dalia Industrial Estate, Off. New Link Road, Andheri (West), Mumbai - 400 058
- Corporate Office : Unit No.21 to 25, 2nd Floor, Orient House, 3-A Udyog Nagar, Off S. V. Road, Goregaon (West), Mumbai - 400 062
- Chennai Office : 29 & 30, 3rd Floor, Kumbhat Complex, Rattan Bazar, Chennai - 600 003
- Delhi Office : 4986, 1st & 2nd Floor, Baratooti Chowk, Sadar Bazar, Delhi - 110 006
- Delhi Yarn Office (DDPY) : 807 & 808, IITL Twin Towers, Plot No. B-09, Netaji Subhash Place, Pitampura, New Delhi - 110 034
- NCR Office : Plot No. 583, Udyog Vihar, Phase 5, Gurgaon, Haryana - 122 016
- Kolkata Office : 14/2, Room No. 135, 2nd Floor, Old China Bazar Street, Kolkata - 700 001
- Bangaluru Office : 872, OTL Main Road, Nagrathpet, 1st Floor, Rajatha Hotel Building, Bangaluru - 560 002
- Surat Office : Kiran Compound, Near AP Market, Udhna, Surat - 394 210
- Telephone No. : 91-22- 42232323
- Fax No. : 91-22- 42232313
- Website : www.pelhakoba.com; www.silkolite.com
- E-mail Address : mumbai@pelhakoba.com
- CIN : L17291MH1991PLC063752
- Listing : BSE Limited and National Stock Exchange of India Ltd.
- ISIN for Dematerialisation : INE156C01018
- Share Transfer Agent : Link Intime India Pvt. Ltd.,
C 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083

NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Shareholders of **PIONEER EMBROIDERIES LIMITED** will be held on Tuesday, the 29th August, 2017 at The Goregaon Sports Club, Ground Floor, West Hall 'A' Block, Link Road, Malad (West), Mumbai- 400064 at 9.30 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the year ended 31st March, 2017 and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Harsh Vardhan Bassi (DIN: 0102941) who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/s. S K Naredi & Co. (ICAI Regn. No. 003333C), Chartered Accountants as Statutory Auditors and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Sections 139(1), 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of Audit Committee, consent of the members, be and are hereby accorded for appointment of M/s. S K Naredi & Co., Chartered Accountants, Mumbai having ICAI Firm Registration No. 003333C, as statutory auditors of the Company in place of retiring auditors M/s. M B A H & CO, Chartered Accountants, M/s. S K Naredi & Co., Chartered Accountants having confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting subject to ratification by Members at each subsequent Annual General Meeting, on such remuneration, as may be agreed upon by the Board of Directors and the Auditors, in addition to GST and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

SPECIAL BUSINESS

4. Regularization of Appointment of Mrs. Sujata Chakravarty (DIN 07584280) as an Independent director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 160 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the Listing Regulation, Mrs. Sujata Chakravarty (DIN: 07584280), who was appointed as an Additional Independent Director in the Board Meeting held on 10th August 2016, having tenure upto the ensuing Annual General Meeting and who is not disqualified to become a Director under the Companies Act, 2013 and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and as is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 consecutive years w.e.f. 29th August, 2017."

5. Regularization of Appointment of Mr. Gangadharan Panicker (DIN 07735379) as an Executive Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 160 and 161 of the Companies Act 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Gangadharan Panicker (DIN 07735379), who was appointed as an Additional Director in the Board Meeting held on 29th May, 2017, having tenure upto the ensuing Annual General Meeting and who is not disqualified to become a Director under the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be as is hereby appointed as a Director of the Company, liable to retire by rotation."

6. To approve payment of remuneration to Mr. Gangadharan Panicker (DIN 07735379) and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as 'the Act') and in accordance with the Articles of Association of the Company, consent and approval of the Members be and is hereby accorded for payment of remuneration to Mr. Gangadharan Panicker (DIN 07735379) as Executive Director of the Company for a period of 5 years with effect from 29th May, 2017 at a remuneration not exceeding ₹4,000,000/- per annum including perquisites and on the terms and conditions set out in draft Letter of appointment a copy whereof initialed by Mr. Harsh Vardhan Bassi, Managing Director of the Company, for the purpose of identification has been placed before this Meeting, which draft Letter of appointment is hereby specifically approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration in the said draft Letter of appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provision under the Act for the time being in force provided, however, that the remuneration payable to Mr. Gangadharan Panicker shall be within the limits set out in the said Act including the said Schedule V to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and / or any rules or regulations framed thereunder and the terms of the aforesaid Letter between the Company and Mr. Gangadharan Panicker shall be suitably modified to give effect to such variation or increase as the case may be.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the remuneration as provided in Section II of Part II of Schedule V of the Companies Act, 2013.



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps as may be necessary, proper or expedient to give effect to such resolution."

7. To approve issue of 196,078 Equity Shares of the Company on preferential basis to Kotak Mahindra Bank Limited and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(C) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Regulations entered into by the Company with the stock exchanges where the shares of the Company are listed, and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subject to all applicable rules, regulations and guidelines, such approvals, permissions, sanctions and consents as may be necessary and required under the applicable laws, rules and regulations and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents as the case may be) which may be accepted by the Board of Directors of the Company (herein referred to as "Board" which term shall include any duly constituted and authorized committee thereof which the Board may constitute to exercise its powers) and subject to any alterations, modifications, corrections, changes and variations that may be decided by the Board in their discretion, consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, in one or more tranches, on a preferential allotment basis, 1,96,078 (One Lakh Ninety Six Thousand Seventy Eight) Equity Shares of ₹10/- each for a price of ₹51/- each at premium of ₹41/- each or the minimum price determined as on the Relevant Date in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, whichever is higher, as prescribed under Chapter VII of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 to Kotak Mahindra Bank Limited, whether they are Shareholders of the Company or not, by way of preferential allotment and in such manner and on such terms and conditions, as the Board may, in its absolute discretion, may deem fit.

RESOLVED FURTHER THAT in terms of the said Equity Shares:

- i. The equity shares to be so allotted shall be in dematerialised form only and subject to the provisions of the Memorandum and Articles of Association of the Company.
- ii. The Relevant Date for the determination of applicable price for the issue of the abovementioned Equity Shares, would be as per the Regulation 71(a) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended up to date.
- iii. The issue of the equity shares shall be governed by the guidelines issued by SEBI or any other statutory authority, as the case may be or any modifications thereof.
- iv. The number of Equity Shares and the price per Share shall be adjusted, subject to the Companies Act, 2013 and SEBI guidelines, for other corporate actions, such as stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring.
- v. The equity shares to be issued and allotted by the Company shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing equity shares of the Company.
- vi. The equity shares allotted shall be subject to a lock-in-period for such period as specified under Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, relating to preferential issue.

RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the "Relevant Date", for determining the minimum price of the equity shares being allotted to the Proposed Allottee, on a preferential basis, is 30th July, 2017 being the date which is 30 (Thirty) days prior to the date on which the meetings of shareholders shall be held.

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution."



8. To approve the re-appointment and payment of remuneration of the Cost Auditors for the financial year ending 31st March, 2018 and in this regard, to consider and if thought fit, to pass 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, 10 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, 2018 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.”

By order of the Board of Directors
For **PIONEER EMBROIDERIES LIMITED**

Place : Mumbai
Date : 10th July, 2017

Harsh Vardhan Bassi
Managing Director
DIN: 00102941

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

The Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty, and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 wherever applicable is attached and forms part of this Notice.
3. Mr. Harsh Vardhan Bassi (DIN: 00102941) Director retires by rotation at the Annual General Meeting and being eligible, offers herself for re-appointment. Also Mrs. Sujata Chakravarty (DIN: 07584280) and Mr. Gangadharan Panicker (DIN 07735379), who were appointed as Additional Director, having tenure upto the ensuing Annual General Meeting. As required under the Secretarial Standard - 2 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [‘Listing Regulations’], the details of the Directors seeking appointment, re-appointment inter alia, age, experience, relationship with other directors of the Company, and other directorships, membership/ chairmanship of the committees of other Boards, etc. are annexed to the Notice and form part of the Explanatory Statement. The Directors have furnished the relevant consents, declarations, etc. for their appointment/ re-appointment.
4. Members are requested to affix their signature at the place provided on the Attendance Slip and hand over the slip at the entrance to the place of meeting for attending the Meeting.
5. Corporate Members intending to send their Authorised Representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their Representative to attend and vote at the Meeting on their behalf.
6. In case of joint holders, the vote of only such joint holder who is higher in the order of names, whether in person or proxy, shall be accepted to the exclusion of the votes of other joint holders.
7. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members/Proxies/Authorized Representatives should bring their copy of the Annual Report and Attendance Slip sent herein for attending the Meeting. Proxy/Authorized Representatives of Members should state on the Attendance Slip as ‘Proxy’ or ‘Authorized Representative’, as the case may be. Further, those who hold shares in demat form are requested to write their Client Id and DP Id and those who hold shares in physical forms are requested to write their folio number on the attendance slip for easy identification at the meeting.
8. The Register of Members and Share Transfer Register of the Company will remain closed from Wednesday, 23rd August, 2017 to Tuesday, 29th August, 2017 (both days inclusive).
9. In terms of the Notification issued by Securities and Exchange Board of India (SEBI), the Equity Shares of the Company are compulsorily traded in Electronic mode. Shareholders are requested to avail this facility and get their shareholding converted into Dematerialised form by sending the Dematerialisation Request Form (DRF) alongwith the Share Certificates through their Depository Participant (DP) to the Company’s Registrar & Transfer Agent.
10. Since, financial year ending on 31st March, 2008, the Company has not declared any Dividend and there is/are no unclaimed Dividend outstanding with the Company as on date.
11. Members are requested to apply for consolidation of folios, in case their holdings are maintained in multiple folios.
12. Shareholders seeking any information with regard to the Accounts are requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready.



13. Statutory registers and all other documents relevant to the business as stated in the Notice convening the AGM are open for inspection by the Members at the Registered Office of the Company upto and including the date of the ensuing Annual General Meeting of the Company during business hours on any working day of the Company without payment of fee and will also be available at the AGM.
14. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market and Members holding shares in electronic form are requested to submit their PAN to their Depositories Participant(s). Members holding shares in physical form shall submit their PAN details to R & TA, if not already submitted.
15. The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No.17/2011 dated 21st April, 2011 and Circular No.18/2011 dated 29th April, 2011 has allowed companies to send Annual Report comprising of Balance sheet, Statement of Profit & Loss Account, Directors' Report, Auditors' Report and Explanatory statement etc., through electronic mode to the registered e-mail address of the members. Keeping in view the underlying theme and circulars issued by MCA, we propose to send future communication in electronic mode to the e-mail address provided by you to the depositories and made available by them being the registered address. By opting to receive communications through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit.

Members who hold shares in physical form and desire to receive the documents in electronic mode are requested to provide their details (name, folio no, e-mail id) on the Company's e-mail address viz. mumbai@pelhakoba.com. Members who hold shares in electronic form are requested to get their details updated with the respective Depositories.

16. The members are requested to:
 - a) Intimate changes, if any, in their Registered address to the Registrar and Transfer Agents of the Company M/s. Link Intime India Private Limited at C 101, 247 Park, LB S Marg, Vikhroli West, Mumbai-400083.
 - b) Quote Ledger Folio/Client Id/DP ID numbers in all their correspondence.
17. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on Saturday 26th August, 2017 (9.00 a.m. IST) and ends on Monday 28th August, 2017 (5.00 p.m. IST) During this period shareholder's of the Company, holding shares whether in physical form or in dematerialized form, as on the cut-off date 22nd August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 28th August, 2017 at 5.00 p.m.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said Demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

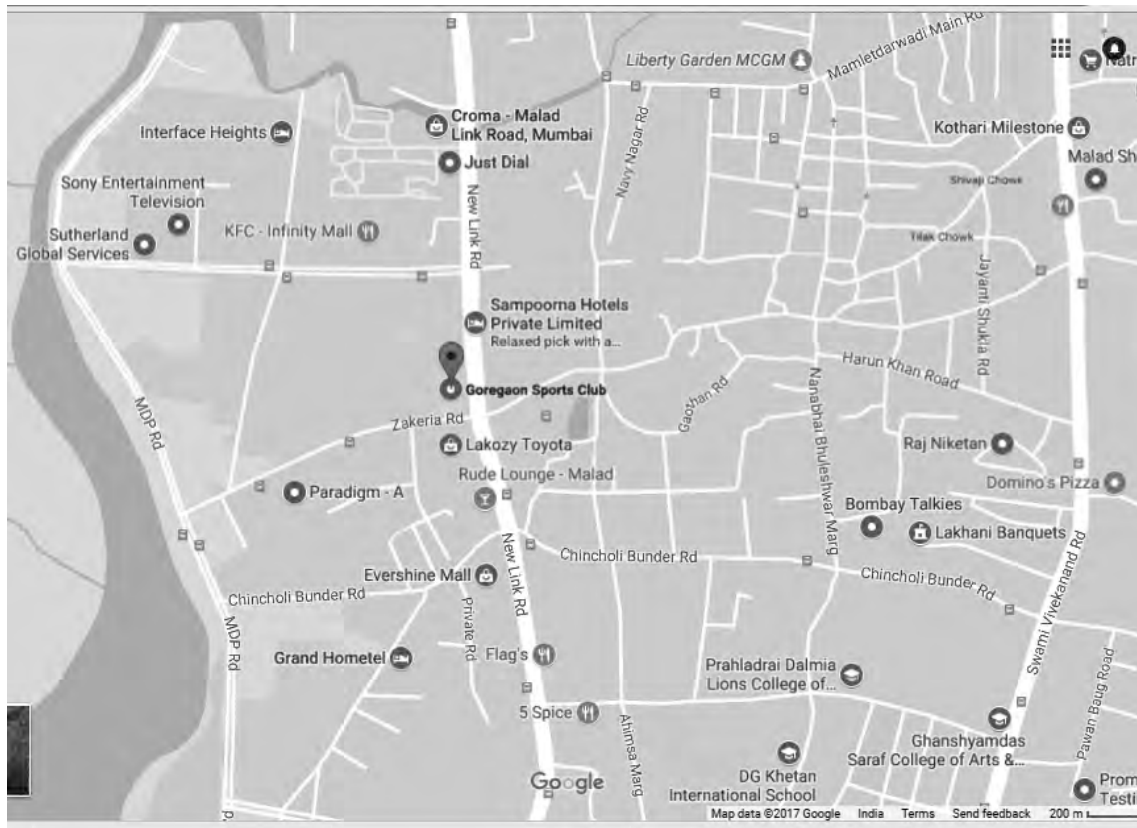


- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Pioneer Embroideries Limited. This will take you to the Voting Page.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The practice of distributing copies of the Annual Report at the Annual General Meeting has been discontinued. You are, therefore, requested to bring your copy of the Annual Report to the Meeting.
- (xxii) Mr. Sanjay R. Dholakia, Practising Company Secretary (Membership No. F 2655) has been appointed as Scrutinizer to scrutinize the voting and e-Voting process in a fair and transparent manner.
- (xxiii) The Chairman shall, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the e-Voting facility.
- (xxiv) The Scrutinizer shall after conclusion of voting at the Annual General Meeting, will count the votes cast at the meeting in the presence of at least two witnesses not in employment of the Company and shall make a consolidated scrutinizer’s report, not later than three days of the conclusion of the AGM, of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him, who shall countersign the same and declare the result of the voting forthwith.
- (xxv) The Results of the voting with the report of the Scrutinizer shall be placed on the website of the Company www.pelhakoba.com immediately after declaration of the results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and NSE.
- (xxvi) Your default PAN / Sequence Number has been printed on the address sticker on right side in bold, which is to be used for E-voting purpose as you have not updated your PAN details.

Map showing location of the venue of 25th Annual General Meeting of Pioneer Embroideries Limited

Venue:

The Goregaon Sports Club,
Ground Floor, West Hall 'A' Block,
Link Road, Malad (West),
Mumbai- 400064
Time : 9.30 A.M.



Landmark : Near Toyota Showroom
Distance from Malad Station (W) : 10-15 minutes
Distance from Malad Station (W) : 2.5 kms

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

That following explanatory statement sets out the material facts referring to Item No. 4 to 8 of the Notice.

ITEM NO. 4

Mrs. Sujata Chakravarty (DIN: 07584280) was appointed as an Additional Independent Director in the Board Meeting held on 10th August 2016, under Section 161 of the Companies Act, 2013 having tenure upto the ensuing Annual General Meeting.

Pursuant to the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice along with requisite deposit proposing the candidature of Mrs. Sujata Chakravarty (DIN: 07584280) for the office of Independent Director of the Company. In terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mrs. Sujata Chakravarty, being eligible is proposed to be appointed as an Independent Director, not liable to retire by rotation, for a period of 5 years w.e.f. 29th August, 2017. The Company has received the following documents from the proposed appointee:

- a. Letter of consent to act as a Director in Form DIR 2 under Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- b. Letters of Intimation in DIR 8 to the effect that she is not disqualified to become a Director under the Act.
- c. Declaration that she meets the criteria of independence as provided under Section 149 of the Act.

Mrs. Sujata Chakravarty has done Master's Degree in Sociology from Lucknow University and Special Management programme from IIM Calcutta and Attended Business Process Management & Quality Improving, XLRI'S special course for World Class Marketing. She is currently in one of India's mega cops having interests in Infrastructure and Real Estate, Financial Services, Hospitality, Print and Electronic Mass Media and Tourism. The Board is of the view that it shall be beneficial to the Company to avail her services.

Except Mrs. Sujata Chakravarty, None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Accordingly, the Board recommends the Ordinary Resolution at Item no. 4 for member's approval.

ITEM NO. 5 & 6

Mr. Gangadharan Panicker (DIN: 07735379) was appointed as an Additional Independent Director in the Board Meeting held on 29th May 2017, under Section 161 of the Companies Act 2013 having tenure upto the ensuing Annual General Meeting, on recommendation of Nomination & Remuneration Committee.

Pursuant to the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice in writing along with requisite deposit proposing the candidature of Mr. Gangadharan Panicker (DIN: 07735379) for the office of Director of the Company. In terms of Sections 160 and 161 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Gangadharan Panicker (DIN: 07735379), being eligible is proposed to be appointed as a Executive Director, liable to retire by rotation. The Company has received the following documents from the proposed appointee:

- a. Letter of consent to act as a Director in Form DIR 2 under Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- b. Letters of Intimation in DIR 8 to the effect that he is not disqualified to become a Director under the Act.

Mr. Gangadharan Panicker (DIN: 07735379) is a diploma in Textile Technology from SKSJTI, Bangalore and undergone specialized training in Sulzer Ruti projective weaving machine from Switzerland. He has over 40 years of experience in the field of Textiles manufacturing sector out of which 25 years in Nigeria taking care of composite textile unit. He is looking after Coimbatore unit and Company's southern zone operations, since 11 years and thus, Board is of the view that it shall be beneficial to the Company to elevate him as Executive Director of the Company.

On recommendation of Nomination & Remuneration committee and pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Board had appointed Mr. Gangadharan Panicker as an Executive Director of the Company for a period of 5 years with effect from 29th May, 2017 at a remuneration not exceeding ₹ 40,00,000/- per annum including perquisites.

The draft appointment letter to be entered into between the Company and Mr. Gangadharan Panicker is available for inspection at the Registered office of the Company on any working day excluding Saturday, Sunday and Public Holiday upto the date of ensuing Annual General Meeting between 11.00 a.m. to 3.00 p.m.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Except Mr. Gangadharan Panicker None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Accordingly, the Board recommends the Ordinary Resolution at Item no. 5 & special resolution at item no. 6 for member's approval.