



PIONEER GROUP

Date : 25th April, 2016
Ref. : NSE/07/2016-2017.

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

Dear Sir,

SUB. : INTIMATION OF POSTAL BALLOT AND E VOTING FACILITY
PEL : COMPANY CODE : PIONEEREMB

This is to inform you that pursuant to Section 108 and 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013, the Company will conduct postal ballot for obtaining the approval of members for the resolutions as mentioned in the notice enclosed.

The Company has appointed Mr. Sanjay Dholakia, a Company Secretary in Practice (Membership No. FCS 2655), as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Further the Company shall provide its members facility to exercise their right to vote for the Resolution by electronic means through e-Voting Services provided by Central Depository Securities Limited (CDSL).

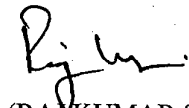
In this connection, we attach herewith the following:

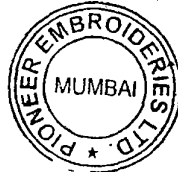
1. Calendar of events for the Postal Ballot process.
2. Notice of Postal Ballot.
3. Blank Postal Ballot Form

We request you to take the above on your records.

Thanking you,

Yours faithfully,
For PIONEER EMBROIDERIES LIMITED


(RAJ KUMAR SEKHANI)
CHAIRMAN
DIN: 00102843
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 - 400062
Tel.: 022-4223 2323 • Fax : 022-4223 2313 • E-mail : 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 No : L17291MH1991PLC063752

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PIONEER GROUP

CALENDAR OF EVENTS FOR CONDUCTING POSTAL BALLOT

Sy.No.	Particular	Day and Date
1.	Date of Board resolution authorizing the process of postal ballot	22.01.2016
2.	Date of Board resolution authorizing Managing Director and/or the Company Secretary to be responsible for the entire poll process and appointing the Scrutinizer, draft resolution(s) and Postal Ballot notice to be sent to the Members/ Beneficial Owners	22.01.2016
3.	Date of appointment of Scrutinizer	22.01.2016
4.	Date on which consent is given by the Scrutinizer to act as Scrutinizer for Postal Ballot	22.01.2016
5.	Date of completion of dispatch of Notice of Postal Ballot along with Postal Ballot Form and Postage pre-paid self-addressed envelope.	25.04.2016
6.	Release an advertisement in Newspapers giving the date of completion of dispatch and last date of receipt of Postal Ballots forms the shareholders	26.04.2016
7.	Last date for receiving Postal Ballot papers by Scrutinizer	25.05.2016
8.	Last date for submission of the Report to the chairman by the Scrutinizer	27.05.2016
9.	Date of declaration of the Result by the Managing Director	27.05.2016
10.	Result to be displayed on Notice Board/ release to the press/ Stock Exchanges and website of the Company.	29.05.2016.
11.	Last date for filling of the Resolution with the Registrar of Companies Form SH 7 and Form MGT 14	26.06.2016
12.	Date of signing of the minutes book in which the results of the ballot is recorded.	26.06.2016
13.	Date of returning the Ballot papers, register required to be maintained by the Scrutinizer and other related papers to the Managing Director and/ or Executive Directors by the Scrutinizer.	27.05.2016

For PIONEER EMBROIDERIES LIMITED

(RAJ KUMAR SEKHANI)
CHAIRMAN
DIN: 00102843





PIONEER EMBROIDERIES LIMITED

Regd. Office: Unit 101b, 1st Floor, Abhishek Premises,
Plot No.C5-6, Dalia Ind. Est., Off. New Link Road,
Andheri (W), Mumbai 400058
CIN : L17291MH1991PLC063752

Tel.:91-22-42232323/ Tele-Fax: 91-2242232313/ Email: mumbai@pelhakoba.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as special resolutions by way of postal ballot. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form ("the Form") for your consideration. The Board of Directors of the Company ("the Board") has appointed Mr. Sanjay R Dholakia of Sanjay Dholakia & Associates, Practising Company Secretary, (FCS 2655 and CP 1798) as the scrutinizer ("the Scrutinizer") for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling the necessary details and affixing your signature at the designated place in the Form and return the Form in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00p.m. on Wednesday, 25th May, 2016.

Members may choose to vote using the e-voting facility. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman of the Company on Friday, 27th May, 2016. The result of the postal ballot will be displayed at the registered office of the Company, intimated to the stock exchanges where the shares of the Company are listed and displayed alongwith the Scrutinizer's report on the Company's website viz. www.pelhakoba.com on Friday, 27th May, 2016.

RESOLUTIONS:

1. TO APPROVE "PIONEER EMBROIDERIES LIMITED EMPLOYEE STOCK OPTION SCHEME 2016."

To consider and, if thought fit, the following resolution as a **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 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 2016 (hereinafter referred to as the "PEL ESOP 2016"/ "Plan") and to authorize the Board to create, offer and grant from time to time the number of Options upto 9,27,000 (Nine Lacs Twenty-Seven Thousand) 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 and Directors of the Company (except independent Directors), whether whole time or otherwise, whether working in India or outside India, as may be decided by the Board under the Plan (hereinafter referred to as an "eligible employees"), convertible into equivalent number of equity shares of ₹10/- (Rupees Ten) each, through Nomination and Remuneration Committee (herein after referred to as "NRC") and on such terms and conditions, as may be determined by the Board under PEL ESOP 2016.

"**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** the number of ESOPs that may be granted to any eligible employee, 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 9,27,000 (Nine Lacs Twenty Seven Thousand) 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."

CERTIFIED TRUE COPY,

For Pioneer Embroideries Ltd.,

Director

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

- (i) to administer, implement and supervise the PEL ESOP 2016 either directly by itself or through NRC;
- (ii) to formulate, approve, evolve, modify, change, vary, alter, amend, suspend or terminate the PEL ESOP 2016 and determine and bring into effect such terms and conditions and procedures for grantor vesting of Share(s)/Option(s) under PEL ESOP 2016 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 take necessary steps for listing of the equity shares allotted under the PEL ESOP 2016 on Exchanges, where the equity shares of the Company are listed;
- (v) 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;
- (vi) 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."

2. TO AUTHORISE MAKING OF LOAN / PROVISION OF MONEY TO EMPLOYEES' FOR PURCHASE OF / SUBSCRIPTION FOR COMPANY'S SHARES UNDER PEL ESOP 2016.

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 62(1)(b), 67 and all other applicable provisions of the Companies Act, 2013 and the Rules made there under (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, duly authorised by the Board), consent of the Members of the Company be and are hereby accorded to the Board to make loan and /or provision of money and/or to provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the Employee's for an amount not exceeding 5% (Five percent) of the aggregate of the paid-up share capital and free reserves of the Company for the purpose of subscription for and/or acquisition of equity shares of the Company in one or more tranches, subject to the ceiling of equity shares as may be specified under the PEL ESOP 2016 and/or any other employee stock plan or share based employee benefits plan(s), which may be introduced by the Company from time to time (hereinafter collectively referred to as "Employee Benefits Plan(s)") with a view to deal in the equity shares of the Company as contemplated in any of the Employee Benefits Plans or such other purpose(s) as may be permitted under the SEBI SBEB Regulations and other applicable laws and regulations.

"RESOLVED FURTHER THAT any loan or money or guarantee provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the PEL ESOP 2016 and/or other Employee Benefits Plan(s), as the case may be, subject to exercise price being paid by the employees upon exercise of Options under any of the Employee Benefits Plan(s)."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and 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 and to settle any questions, difficulty 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."

3. TO RE-CLASSIFY THE AUTHORISED SHARE CAPITAL .

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT 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 2,00,00,000 (Two Crores) Equity Shares of ₹10/- (Rupees Ten Only) each and 3,00,00,000 (Three Crores) Preference Shares of ₹10/- (Rupees Ten only) each to ₹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 Crores Seventy Lacs) Preference Shares of ₹10/- (Rupees Ten only) each."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 clause V of the Memorandum of Association of the Company be substituted with the following new clause 5:

- V. The Authorized Share Capital of the Company is ₹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 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 director 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."

Registered Office

PIONEER EMBROIDERIES LIMITED

Regd. Office: Unit 101B, 1st Floor, Abhishek Premises,

Plot No.C5-6, Dalia Ind. Est., Off. New Link Road,

Andheri (W), Mumbai 400058.

CIN : L17291MH1991PLC063752

Email: mumbai@pelhakoba.com

Website: www.pelhakoba.com

Date: 22nd March, 2016

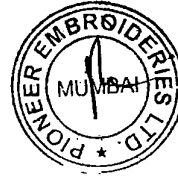
Place: Mumbai

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

Harsh Vardhan Bassi

Managing Director

DIN :- 00102941



Notes:

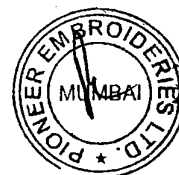
1. The Explanatory Statement and reasons for the proposed Special Business under Item No. 1 to 3 pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts and reasons of the proposed special resolutions are annexed herewith along with the Form for your consideration.
2. The Company has appointed Mr. Sanjay R Dholakia (FC 2655 and CP 1798), of Sanjay Dholakia & Associates, Practising Company Secretary, as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner. Members are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self addressed and postage prepaid envelope so as to reach the Scrutinizer on or before 25th May, 2016, at the following address:

Mr. Sanjay Dholakia, Scrutinizer
C/o. LINK INTIME INDIA PVT. LIMITED
Unit:-Pioneer Embroideries Limited
C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on April 15, 2016.
4. In compliance with provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and 44(3) of the listing regulations entered into with the stock exchanges, the Company is pleased to offer e-voting facility, as an option to all the Members of the Company.

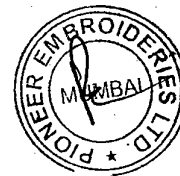
The Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating e-voting in order to enable the Members to cast their votes electronically instead of dispatching postal ballot form. Please note that e-voting is optional. Members have options to vote either through Postal Ballot or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Members cast their vote through physical postal ballot and e-voting, then vote cast through physical postal ballot shall be considered and vote cast through e-voting shall be treated as invalid.

5. Voting in the Postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional Members shall be entitled to vote through their authorized representatives with proof of their authorization.
6. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on **26th April, 2016 (9.30 a.m. IST)** and **ends on 25th May, 2016 (5.00 p.m. IST)** During this period shareholders of the Company, holding shares whether in physical form or in dematerialized form, as on the cut-off date 15th April, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 25th May, 2016 at 5.00p.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) 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 for the relevant <Company Name> on which you choose to vote.
- (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 same 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) 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 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.
- (xix) 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.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts concerning each item of special business mentioned in the accompanying Postal Ballot Notice dated 22nd March 2016

Item Nos. 1 and 2

Human resource is the key for the continuous growth and development of the Company. In order to attract and retain key employees working with the Company by way of rewarding their performance and motivate them to contribute and participate in the overall corporate growth, profitability and financial success of the organisation, your Company intends to implement employee stock option Scheme.

Equity based compensation is considered to be an integral part of employee compensation across sectors. Your Company also believes in rewarding its employees including Directors of the Company ("eligible employees") for their continuous hard work, dedication and support, which has led the Company on the growth path. Accordingly, your Company proposes to implement Pioneer Embroideries Limited Employee Stock Option Plan 2016 ("PEL ESOP 2016"/ "Plan"). The Company seeks approval of the Members in respect of PEL ESOP 2016 and for grant of Options convertible into equity shares of the Company, to the eligible employees, as may be decided by the Board and/or the Nomination and Remuneration Committee ("the Committee") from time to time under the PELESOP 2016.

The salient features of the PEL ESOP 2016 are as under:

The detailed particulars of benefits which will accrue to the employees from the implementation of the Plan:

The eligible employees shall be granted ESOPs under the Plan, which will vest subject to vesting conditions prescribed by the Committee. Upon exercise of vested stock options, the eligible employee's will be entitled to equivalent number of equity shares of the Company. In case of cashless system of exercise of vested Options, the Committee shall specify such procedures and/or mechanisms for the entitlements under the plan and the same shall be binding on the Option grantees.

In terms of provisions of section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and provisions of Regulation 3(8) of the SEBI SBEB Regulations read with Rule 16 of the Companies (Share Capital and Debenture) Rules 2014 approvals of the Members are being sought by way of Special Resolutions set out at Item. 1 and 2 to this Notice.

Your Directors recommend the Resolutions proposed at Item Nos.1 and 2 to this Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in these resolutions, except to the extent of their entitlements, if any, under the Plan. None of the promoters is concerned or interested in the Scheme.

Item No. 3

As the Members are aware the Company is having Authorised Share Capital of ₹50,00,00,000/- (Rupees Fifty Crores Only) divided in to 20,00,000/- (Twenty Lacs Only) of Equity Shares of ₹10/- each and 30,00,000/- (Thirty lacs Only) Preference Shares of ₹10/- each. As the Company has redeemed its Preference Shares amounting to ₹10,88,77,800/-, the Company can now utilise these preference shares and re-classify them as Equity Shares. Accordingly the Board of Directors at its meeting held on 22nd January, 2016 has decided to re-classify its Authorised Share Capital and the new Capital Clause will be as under after re-classification.

The Authorized Share Capital of the Company is ₹50,00,00,000/- (Rupees Fifty Crores Only) divided into 3,30,00,000 (Three Crore 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.

Also by doing the re-classification the Capital clause as appearing in Memorandum of Association will be altered accordingly.

Any re-classification of Share Capital requires permission from Members and hence the required Special Resolution is proposed at item No.3 of the Notice. The Board recommends the same in the best interests of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution, except to the extent of their shareholdings, if any, in the Company.

Registered Office

Regd. Office: Unit 101B, 1st Floor, Abhishek Premises,
Plot No.C5-6, Dalia Ind. Est., Off. New Link Road,
Andheri (W), Mumbai 400058.
CIN : L17291MH1991PLC063752
Email: mumbai@pelhakoba.com
Website: www.pelhakoba.com

Date: 22nd March, 2016
Place: Mumbai

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

Harsh Vardhan Bassi
Managing Director
DIN :- 00102941

CERTIFIED TRUE COPY
For Pioneer Embroideries Ltd.



PIONEER EMBROIDERIES LIMITED

CIN NO. L17291MH1991PLC063752

Regd. Office: Unit 101B, 1st Floor, Abhishek Premises, Plot No.C5-6 Dalia Ind. Est.,
Off. New Link Road, Andheri (West), Mumbai – 400058. Tel.:022-42232323 Fax.:022-42232313
E-mail: mumbai@pelhakoba.com Website: www.pelhakoba.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing the form)

Sr. No.

1	Name and Address of the Sole/First named Shareholder.	
2	Name(s) of the joint holder(s) if any	
3	Registered Folio No./DP ID No	
4	Number of shares held	

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Description	Type of Resolution	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Pioneer Embroideries Limited Employee Stock Option Scheme 2016.	Special Resolution			
2	To Authorise making of loan / provision of money to employees' for purchase of / subscription for company's shares under PEL ESOP 2016.	Special Resolution			
3	To Re-classify the Authorised Share Capital.	Special Resolution			

Date:

Place :

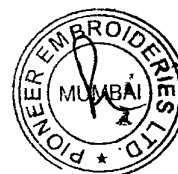
Signature of the Shareholder / Beneficial Owner

Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	User ID	Default PAN*
160421002		

*Only members who have not updated their PAN with the Company / Depository Participants shall use Default PAN in the PAN field.

Note: Please read carefully the instructions printed overleaf before exercising the vote.



INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. However, envelopes containing postal ballot, if sent by any other mode at the expense of the registered member will also be accepted.
2. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. Voting Rights of the members shall be reckoned on the paid-up value of the shares registered in the name of the member on the relevant date, i.e. 15th April 2016.
4. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
5. The votes of a member will be considered invalid on any of the following grounds:
 - a. unsigned Postal Ballot Forms will be rejected;
 - b. if the member's signature does not tally;
 - c. if the member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds
6. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 25th May, 2016. If any Postal Ballot Form is received after this date, it will be considered that no reply from such member has been received.
7. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 6 above.
8. In case of shares held by companies, trusts, societies etc. the duly filled in Postal Ballot Form should be accompanied by a certified true copy of the relevant resolution with the specimen signature(s) of the authorized signatory (ies) duly certified/attested. In case of the postal ballot is signed by the holder of power of attorney reference to the power of attorney registration with the Company should be mentioned in the postal ballot form. Where the postal ballot form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. A member need not use all his/her votes nor does he /she need to cast his/her votes in the same way.
11. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Ballot Form can obtain the Ballot Form from Registrar and Share Transfer Agent (R & T Agent), M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078 or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post in the attached self address envelope.



Pioneer Embroideries Limited