

14th October, 2016

To,

Bombay Stock Exchange Limited, Phiroze Jijibhoy Tower, Dalal Street, Mumbai Scrip Code: 503811	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Company Symbol: SIYSIL
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Sub: Corporate Governance Report for the HY Ended 30th September, 2016.

Pursuant to regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Compliance Report on Corporate Governance of the Company is given hereunder:

1. Name of Listed Entity : **SIYARAM SILK MILLS LIMITED**
2. Half Year ended : **30TH SEPTEMBER, 2016.**

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PANs & DIN	Category (Chairperson /Executive/Non-Executive/independent/Non-ominee)&	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing)
Mr.	Ramesh D. Poddar	PAN AACPP2359R DIN00090104	Chairman - Executive	01/11/2012		2	1	-
Mr.	Pawan D. Poddar	PAN AACPP2360E DIN00090521	Executive	01/08/2016		1	1	-
Mr.	Shrikishan D. Poddar	PAN AACPP2362G DIN00160323	Executive	01/11/2012		1	-	-
Mrs.	Ashadevi R. Poddar	PAN AACPP2358Q DIN00169841	Executive	01/08/2014		1	-	-
Mr.	Gaurav P. Poddar	PAN AACPP1923D DIN03230539	Executive	01/08/2012		1	-	-

Corporate office: B - 5, Trade World, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 (India)

Phone : 3040 0500, **Fax:** 3040 0599 **Email:** william.fernandes@siyaram.com

Internet: www.siyaram.com

CIN : L17116MH1978PLC020451

Registered Office: H – 3/2, MIDC, A – Road, Tarapur, Boisar, Thane – 401 506 (Mah.)

Mr.	Ashok M. Jalan	PAN AABPJ3865B DIN00456869	Executive	30/01/2012		1	-	-
Mr.	Harish N. Motiwalla	PAN AFAPM1447A DIN00029835	Non Executive - Independent	01/08/2014	5 years	6	3	5
Mr.	Mangesh D. Teli	PAN ABXPT8781H DIN00218899	Non Executive - Independent	01/08/2014	5 years	1	1	-
Mr.	Dileep H. Shinde	PAN AAWPS9273R DIN00270687	Non Executive - Independent	01/08/2014	5 years	1	1	1
Mr.	Shailesh S. Vaidya	PAN AAAPV3513D DIN00002273	Non Executive - Independent	01/08/2014	5 years	4	-	-
Mr.	Ashok N. Garodia	PAN AAMPG2442G DIN00206017	Non Executive - Independent	01/08/2014	5 years	1	-	-
Mr.	Pramod S. Jalan	PAN AACPJ9467A DIN00215144	Non Executive - Independent	01/08/2014	5 years	1	-	-
Mr.	Tarun Kumar Govil	PAN ABXPG5452E DIN06924673	Non Executive - Independent	30/07/2014	5 years	2	-	1

*PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) [§]
1. Audit Committee	Harish N. Motiwalla	Chairman- Non Executive/ Independent
	Mangesh D. Teli	Non Executive - Independent
	Dileep H. Shinde	Non Executive - Independent
2. Nomination & Remuneration Committee	Harish N. Motiwalla	Chairman - Non Executive- Independent
	Mangesh D. Teli	Non Executive - Independent
	Pramod S. Jalan	Non Executive - Independent
3. Risk Management Committee(if applicable)	N.A	N.A.

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4. Stakeholders Relationship Committee'		Dileep H. Shinde	Chairman - Non Executive - Independent
		Ramesh D. Poddar	Executive - Non Independent
		Pawan D. Poddar	Executive - Non Independent
<p>⁸Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p>			
III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant Quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
20 th May, 2016	10 th September, 2016	112 days	
IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee 9th September, 2016.	Yes – 2 Directors	20 th May, 2016	111 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA) refer note below	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		N.A.	
Note			
3. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.			
4. If status is "No" details of non-compliance may be given here.			
VI. Affirmations			

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1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee Yes
 - b. Nomination & remuneration committee Yes
 - c. Stakeholders relationship committee Yes
 - d. Risk management committee (applicable to the top 100 listed entities) N. A.
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:
The meeting of the Board of Directors of the Company will be scheduled to be held after 15th October, 2016, hence this Report will be placed in the said meeting.

For **SIYARAM SILK MILLS LIMITED**



William Fernandes
Company Secretary & Compliance Officer

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations		
Broad heading	Regulation Number	Compliance Status (Yes/No/NA) <small>refer note below</small>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting</i>	19(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with Para C of Schedule V	Yes
<p>Note</p> <ol style="list-style-type: none"> 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here. 3. If the Listed Entity would like to provide any other information the same may be indicated here. 		
<p>For SIYARAM SILK MILLS LIMITED</p> <p><i>William Fernandes</i> William Fernandes Company Secretary & Compliance Officer</p>		