

14th January, 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 QE 31st December, 2015.**

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. Quarter ending : **31ST DECEMBER, 2015.**

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 26(1) of Listing	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	01/08/2011		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	-	-
Mr.	Arvind M. Poddar	PAN AACPP2352E DIN00089984	Non Executive	29/05/1992		2	-	-
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	1	4
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

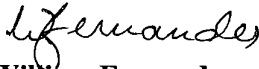
	Mangesh D. Teli	Non Executive/ Independent	
	Pramod S. Jalan	Non Executive/Independent	
3. Risk Management Committee(if applicable)	N.A	N.A.	
4. Stakeholders Relationship Committee'	Dileep H. Shinde	Chairman/Non Executive/Independent	
	Ramesh D. Poddar	Executive/ Non Independent	
	Pawan D. Poddar	Executive/ Non Independent	
<p>&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</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>	
11 th August, 2015	5 th November, 2015	86 days	
	22 nd December, 2015	47 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			
30 th October, 2015	Yes – 3 Directors Present	11 th August, 2015	80 days
22 nd December, 2015	Yes – 3 Directors Present	N. A.	53 days
<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</p>			
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.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
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 January, 2016, hence this Report will be placed in the said meeting.

For **SIYARAM SILK MILLS LIMITED**



William Fernandes
Company Secretary & Compliance Officer