

12th July, 2018

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| BSE Limited, Phiroze Jijibhoy Tower, Dalal Street, Mumbai – 400 001. 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 30th June, 2018.**

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 ended : **30TH JUNE, 2018.**

| I. Composition of Board of Directors | | | | | | | | |
|--------------------------------------|----------------------|-------------------------------|---|--|---------|--|--|--|
| Title (Mr./Ms) | Name of the Director | PANs & DIN | Category (Chairperson /Executive /Non-Executive /independent /Nominee) ^{&} | 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 | 01/11/2017 | | 1 | 1 | - |
| Mr. | Pawan D. Poddar | PAN AACPP2360E DIN00090521 | Executive | 01/08/2016 | | 1 | 1 | - |
| Mr. | Shrikishan D. Poddar | PAN AACPP2362G DIN00160323 | Executive | 01/11/2017 | | 1 | - | - |
| Mrs. | Ashadevi R. Poddar | PAN AACPP2358Q DIN00169841 | Executive | 01/08/2014 | | 1 | - | - |
| Mr. | Gaurav P. Poddar | PAN AACPP1923D DIN03230539 | Executive | 01/08/2017 | | 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.)

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|-----|---------------------|----------------------------------|-----------------------------------|------------|------------|---|---|---|
| Mr. | Ashok M. Jalan | PAN AABPJ3865B DIN00456869 | Executive | 30/01/2017 | | 1 | - | - |
| Mr. | Harish N. Motiwalla | PAN AFAPM1447A DIN00029835 | Non Executive - Independent | 01/08/2014 | 5 years | 7 | 4 | 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 | 3 | - | - |
| 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 | 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>^{&}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> | |
| 29 th January, 2018 | 29 th May, 2018 | 119 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 | | | |
| 29 th May, 2018 | Yes – 3 Directors | 29 th January, 2018 | 119 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 | | | |
| <p>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.</p> <p>4. If status is "No" details of non-compliance may be given here.</p> | | | |
| 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: Yes
The meeting of the Board of Directors of the Company will be scheduled to be held after 15th July, 2018; hence this Report will be placed in the said meeting.

For **SIYARAM SILK MILLS LIMITED**

William Fernandes
Company Secretary & Compliance Officer