

12<sup>th</sup> April, 2016

To,

Bombay Stock Exchange Limited, Phiroze Jijibhoy Tower, Dalal Street, Mumbai  <b>Scrip Code: 503811</b>	National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051  <b>Company Symbol: SIYSIL</b>
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Sub: **Corporate Governance Report for the QE 31<sup>st</sup> March, 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. Quarter ending : **31<sup>ST</sup> MARCH, 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	01/08/2011		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	-	-

*Wf*  
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.	Arvind M. Poddar	PAN AACPP2352E DIN00089984	Non Executive	29/05/1992 Resigned w.e.f. 22/01/2016		1	-	-
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	6
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**

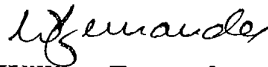
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>§</sup>
1. Audit Committee	Harish N. Motiwalla	Chairman- Non Executive/ Independent
	Mangesh D. Teli	Non Executive - Independent
	Dileep H. Shinde	Non Executive - Independent
2. Nomination & 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>&amp;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>			
<b>III. Meeting of Board of Directors</b>			
<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>	
22nd December, 2015	23 <sup>rd</sup> January, 2016	31 days	
5 <sup>th</sup> November, 2015	9 <sup>th</sup> March, 2016	45 days	
<b>IV. Meeting of Committees</b>			
<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			
23 <sup>rd</sup> January, 2016.	Yes – 3 Directors	22 <sup>nd</sup> December, 2015	31 days
	Yes – 2 Directors	5 <sup>th</sup> November, 2015	46 days
	Yes – 3 Directors	30 <sup>th</sup> October, 2015	5 days
<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</p>			
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>	
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.	
<b>Note</b>			
<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>			
<b>VI. Affirmations</b>			

*Wf*

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 15<sup>th</sup> April, 2016, hence this Report will be placed in the said meeting.**


For SIYARAM SILK MILLS LIMITED



**William Fernandes**  
Company Secretary & Compliance Officer

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes

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Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A. Subsidiary is not a material Subsidiary
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<b>Note</b>		
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.		



**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. Yes

**For SIYARAM SILK MILLS LIMITED**

**William Fernandes**  
**Company Secretary & Compliance Officer**