

30th April, 2020

To,

BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai - 400001 Scrp 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 quarter ended 31st March, 2020.**

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 March, 2020.**

I. Composition of Board of Directors												
Title (Mr / Ms)	Name of the Director	PAN ^Φ & DIN.	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directors hip in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)

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, Palghar – 401 506 (Mah.)

Mr.	Ramesh D. Poddar	PAN AACPP2359R DIN00090104	Chairman related to Promoter-Executive	24/01/1989	01/11/2017	-	-	08/11/1952	1	0	1	0
Mr.	Pawan D. Poddar	PAN AACPP2360E DIN00090521	Executive	24/01/1989	01/08/2016	-	-	05/06/1954	1	0	1	0
Mr.	Shrikishan D. Poddar	PAN AACPP2362G DIN00160323	Executive	27/10/1989	01/11/2017	-	-	09/08/1963	1	0	0	0
Mr.	Gaurav P. Poddar	PAN AACPP1923D DIN03230539	Executive	01/08/2012	01/08/2017	-	-	04/02/1985	1	0	0	0
Mr.	Ashok M. Jalan	PAN AABPJ3865B DIN00456869	Executive	30/01/2007	30/01/2017	-	-	02/10/1959	1	0	2	0
Mrs.	Mangala R. Prabhu	PAN AAGPP5122Q DIN06450659	Non Executive - Independent	25/03/2019	-	-	5 years	15/04/1955	3	3	1	2
Mr.	Chetan S. Thakkar	PAN ACJPT9171E DIN03273267	Non Executive - Independent	01/08/2019	-	-	5 years	18/01/1975	1	1	0	1
Mr.	Ashok N. Desai	PAN AAHPD7089H DIN03609419	Non Executive - Independent	01/08/2019	-	-	5 years	13/01/1953	3	3	2	1
Mr.	Deepak R. Shah	PAN AAFPS6684M DIN06954206	Non Executive - Independent	01/08/2019	-	-	5 years	04/06/1964	3	3	1	0
Mr.	Sachindra N. Chaturvedi	PAN AABPC2360A DIN00553459	Non Executive - Independent	01/08/2019	-	-	5 years	30/09/1950	2	2	0	1
Whether Regular chairperson appointed – YES												
Whether Chairperson is related to managing director or CEO – Chairperson is the Managing Director of the Company												

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§PAN 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	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §	Date of Appointment	Date of Cessation
1. Audit Committee	YES	Sachindra N. Chaturvedi	Chairperson - Non Executive/ Independent	05/08/2019	-
		Deepak R. Shah	Non Executive - Independent	05/08/2019	-
		Mangala R. Prabhu	Non Executive - Independent	05/08/2019	-
		Ashok M. Jalan	Executive – Non Independent	05/08/2019	-
2. Nomination & Remuneration Committee	YES	Sachindra N. Chaturvedi	Chairperson - Non Executive/ Independent	05/08/2019	-
		Mangala R. Prabhu	Non Executive - Independent	05/08/2019	-
		Chetan S. Thakkar	Non Executive - Independent	05/08/2019	-
3. Risk Management Committee(if applicable)		N.A			
4. Stakeholders Relationship Committee	YES	Chetan S. Thakkar	Chairperson - Non Executive/ Independent	05/08/2019	-
		Ramesh D. Poddar	Executive – Non Independent	12/05/2014	-
		Pawan D. Poddar	Executive – Non Independent	12/05/2014	-
		Ashok M. Jalan	Executive – Non Independent	05/08/2019	-

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III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
19 th October, 2019	25 th January, 2020	YES	10	5	97 Days
	7 th March, 2020	YES	9	4	41 Days

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee					
25 th January, 2020	YES	4	3	19 th October, 2019	97 Days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**to be filled in only for the current quarter meetings

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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	NA

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Note:
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.

VI. Affirmations

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 the 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 30th April, 2020 hence this Report will be placed in the said meeting.

For **SIYARAM SILK MILLS LIMITED**



William Fernandes

Company Secretary & Compliance Officer

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

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	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.siyaram.com
b) Terms and conditions of appointment of independent directors	Yes	www.siyaram.com
c) Composition of various committees of board of directors	Yes	www.siyaram.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.siyaram.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.siyaram.com
f) Criteria of making payments to non-executive directors	Yes	www.siyaram.com
g) Policy on dealing with related party transactions	Yes	www.siyaram.com
h) Policy for determining 'material' subsidiaries	Yes	www.siyaram.com
i) Details of familiarization programmes imparted to independent directors	Yes	www.siyaram.com
j) Email address for grievance redressal and other relevant details	Yes	www.siyaram.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.siyaram.com
l) Financial results	Yes	www.siyaram.com
m) Shareholding pattern	Yes	www.siyaram.com
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.siyaram.com
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	Yes	www.siyaram.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.siyaram.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.siyaram.com
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.siyaram.com
b) Materiality Policy as per Regulation 30	Yes	www.siyaram.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
<i>It is certified that these contents on the website of the listed entity are correct. : Yes</i>		

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II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes

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<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	NA
<i>Meeting of Risk Management Committee</i>	21(3A)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Disclosure of related party transactions on consolidated Basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	NA
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

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- 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 the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied. YES
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For **SIYARAM SILK MILLS LIMITED**



William Fernandes
Company Secretary & Compliance Officer

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