

14th October, 2021

To,

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| BSE 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 period ended 30th September, 2021.**

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. Period ended : **30TH SEPTEMBER, 2021.**

| I. Composition of Board of Directors | | | | | | | | | | | | |
|--------------------------------------|----------------------------|----------------------------|---|---------------------------------------|--|---------------------------------|-----------------|------------------|---|--|---|--|
| Title (Mr / Ms) | Name of the Director | PAN ^d & DIN. | Category (Chairperson /Executive/ Non- Executive/ independent / Nominee) & | Initial Date of Appoint ment | Date of Re- app oint me nt | Date of Ce ssa tion | Ten ure * | Date of Birth | No. Of directo rship in listed entities includ ing this listed entity [in referen | No of Indepen dent Directors hip in listed entities including this listed entity | Number of membershi ps in Audit/ Stakehold er Committee (s) including this listed entity (Refer | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity |

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.)



| | | | | | | | | | ce to Regula tion 17A(1)] | [in referenc e to proviso to regulatio n 17A(1)] | Regulation 26(1) of Listing Regulation s) | (Refer Regulation 26(1) of Listing Regulations) |
|------|----------------------|----------------------------------|--|------------|------------|---|---------|------------|------------------------------------|--|---|---|
| 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 | 4 | 4 | 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 | 0 |
| Mr. | Deepak R. Shah | PAN AAFPS6684M DIN06954206 | Non Executive - Independent | 01/08/2019 | - | - | 5 years | 04/06/1964 | 3 | 2 | 2 | 1 |

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| | | | | | | | | | | | | |
|--|-------------------------|----------------------------------|-----------------------------------|------------|---|---|---------|------------|---|---|---|---|
| Mr. | Sachindra N. Chaturvedi | PAN AABPC2360A DIN00553459 | Non Executive - Independent | 01/08/2019 | - | - | 5 years | 30/09/1950 | 2 | 2 | 1 | 1 |
| Whether Regular chairperson appointed – YES | | | | | | | | | | | | |
| Whether Chairperson is related to managing director or CEO – Chairperson is the Managing Director of the Company | | | | | | | | | | | | |
| <i>\$PAN of any director would not be displayed on the website of Stock Exchange</i> <i>& 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</i> <i>* 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.</i> | | | | | | | | | | | | |

| 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 | - | | |

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| | | | | | |
|--|-----|-------------------------|--|------------|---|
| 3. Risk Management Committee(if applicable) | YES | Gaurav P. Poddar | Chairperson-Executive – Non Independent | 28/01/2019 | |
| | | Ashok M. Jalan | Executive – Non Independent | 28/01/2019 | |
| | | Surendra S. Shetty | Member | 28/01/2019 | |
| | | Sachindra N. Chaturvedi | Non Executive/ Independent | 27/05/2021 | |
| 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 | - |
| 5. Corporate Social Responsibility Committee | YES | Ramesh D. Poddar | Chairperson-Executive – Non Independent | 12/05/2014 | |
| | | Pawan D. Poddar | Executive – Non Independent | 12/05/2014 | |
| | | Deepak R. Shah | Non Executive - Independent | 05/08/2019 | |
| | | Ashok M. Jalan | Executive – Non Independent | 05/08/2019 | |

& 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

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) |
|---|---|------------------------------------|------------------------------|--|---|
| 27 th May, 2021 | 10 th August, 2021 | YES | 10 | 5 | 74 days |

* to be filled in only for the current quarter meetings

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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 | | | | | |
| 10 th August, 2021 | YES | 4 | 3 | 27 th May, 2021 | 74 days |
| Stakeholders Relationship Committee | | | | | |
| 10 th August, 2021 | YES | 4 | 1 | 27 th May, 2021 | 74 days |
| Corporate Social Responsibility Committee | | | | | |
| 10 th August, 2021 | YES | 4 | 1 | 27 th May, 2021 | 74 days |
| Risk Management Committee | | | | | |
| 28/09/2021 | YES | 4 | 1 | - | - |

* 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 |

Note:

- 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.
- If status is "No" details of non-compliance may be given here.

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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) – YES
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 15th October, 2021 hence this Report will be placed in the said meeting.

For Siyaram Silk Mills Limited



William Fernandes

Company Secretary and Compliance officer

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

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ANNEX-III

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

| Affirmations | | |
|---|--------------------------------------|---|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA) refer note below |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | YES |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | YES |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | YES |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | YES |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | YES |
| 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. 3 If the Listed Entity would like to provide any other information the same may be indicated here. | | |
| For SIYARAM SILK MILLS LIMITED  William Fernandes Company Secretary & Compliance Officer | | |

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Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – 30th September, 2021

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months |
|--|---|--|
| Promoter or any other entity controlled by them | 0 | 0 |
| Promoter Group or any other entity controlled by them | 0 | 0 |
| Directors (including relatives) or any other entity controlled by them | 0 | 0 |
| KMPs or any other entity controlled by them | 0 | 0 |

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|---|---------------------------------------|--|---|
| Promoter or any other entity controlled by them | 0 | 0 | 0 |

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| | | | |
|--|---|---|---|
| Promoter Group or any other entity controlled by them | 0 | 0 | 0 |
| Directors (including relatives) or any other entity controlled by them | 0 | 0 | 0 |
| KMPs or any other entity controlled by them | 0 | 0 | 0 |

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|--|--------------------------------------|--|--|
| Promoter or any other entity controlled by them | 0 | 0 | 0 |
| Promoter Group or any other entity controlled by them | 0 | 0 | 0 |
| Directors (including relatives) or any other entity controlled by them | 0 | 0 | 0 |
| KMPs or any other entity controlled by them | 0 | 0 | 0 |

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II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Siyaram Silk Mills Limited

Name: Surendra Shetty

Designation: Chief Financial Officer

Note

1. *These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
 - a) *by a government company to/ for the Government or government company*
 - b) *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
 - c) *by a banking company or an insurance company ; and*
 - d) *by the listed entity to its employees or directors as a part of the service conditions*
2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.*

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