

16<sup>th</sup> January, 2023

To,

BSE Limited, Phiroze Jijibhoy Tower, Dalal Street, Mumbai	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>Scrip Code: 503811</b>	<b>Company Symbol: SIYSIL</b>

Sub: **Corporate Governance Report for the period ended 31<sup>st</sup> December, 2022.**

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 : **31<sup>st</sup> DECEMBER, 2022.**



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](mailto:william.fernandes@siyaram.com)  
Internet: [www.siyaram.com](http://www.siyaram.com) CIN : L17116MH1978PLC020451  
Registered Office: H – 3/2, MIDC, A – Road, Tarapur, Boisar, Palghar – 401 506 (Mah.)

I. Composition of Board of Directors													
Title (Mr./Ms)	Name of the Director	PAN <sup>b</sup> & 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 Directorship 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)	Membership in Committees of the Company
Mr.	Ramesh D. Poddar	PAN AACPP2359R DIN00090104	Chairman related to Promoter-Executive	24/01/1989	01/11/2022	-	-	08/11/1952	1	0	1	0	SC, CSR
Mr.	Pawan D. Poddar	PAN AACPP2360E DIN00090521	Executive	24/01/1989	01/08/2021	-	-	05/06/1954	1	0	1	0	SC, CSR
Mr.	Shrikishan D. Poddar	PAN AACPP2362G DIN00160323	Executive	27/10/1989	01/11/2022	-	-	09/08/1963	1	0	0	0	-
Mr.	Gaurav P. Poddar	PAN AACPP1923D DIN03230539	Executive	01/08/2012	01/08/2022	-	-	04/02/1985	1	0	0	0	RMC
Mr.	Ashok M. Jalan	PAN AABPJ3865B DIN00456869	Executive	30/01/2007	30/01/2022	-	-	02/10/1959	1	0	2	0	AC,SC,RMC, CSR
Mrs.	Mangala R. Prabhu	PAN AAGPP5122Q	Non Executive -	25/03/2019	25/03/2019	-	45 months	15/04/1955	4	4	4	2	AC,NRC

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		DIN06450659	Independent										
Mr.	Chetan S. Thakkar	PAN ACJPT9171E DIN03273267	Non Executive - Independent	01/08/2019	01/08/2019	-	41 months	18/01/1975	1	1	1	1	SC, NRC
Mr.	Ashok N. Desai	PAN AAHPD7089H DIN03609419	Non Executive - Independent	01/08/2019	01/08/2019	-	41 months	13/01/1953	1	1	0	0	-
Mr.	Deepak R. Shah	PAN AAFPS6684M DIN06954206	Non Executive - Independent	01/08/2019	01/08/2019	-	41 months	04/06/1964	3	2	3	1	AC, CSR
Mr.	Sachindra N. Chaturvedi	PAN AABPC2360A DIN00553459	Non Executive - Independent	01/08/2019	01/08/2019	-	41 months	30/09/1950	2	2	2	1	AC, RMC, NRC
Whether Regular chairperson appointed – YES													
Whether Chairperson is related to managing director or CEO – Chairperson is the Managing Director of the Company													
<sup>3</sup> PAN of any director would not be displayed on the website of Stock Exchange <sup>4</sup> 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 <sup>*</sup> 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.													



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## II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category	Chairperson /Member	Date of Appointment	Date of Cessation
1. Audit Committee	YES	Sachindra N. Chaturvedi	Non-Executive – Independent	Chairperson	05/08/2019	-
		Deepak R. Shah	Non-Executive – Independent	Member	05/08/2019	-
		Mangala R. Prabhu	Non-Executive – Independent	Member	05/08/2019	-
		Ashok M. Jalan	Executive – Non Independent	Member	05/08/2019	-
2. Nomination & Remuneration Committee	YES	Sachindra N. Chaturvedi	Non-Executive – Independent	Chairperson	05/08/2019	-
		Mangala R. Prabhu	Non-Executive – Independent	Member	05/08/2019	-
		Chetan S. Thakkar	Non-Executive – Independent	Member	05/08/2019	-
3. Risk Management Committee(if applicable)	YES	Gaurav P. Poddar	Executive – Non Independent	Chairperson	28/01/2019	-
		Ashok M. Jalan	Executive – Non Independent	Member	28/01/2019	-
		Surendra S. Shetty	Chief Financial Officer	Member	28/01/2019	-
		Sachindra N. Chaturvedi	Non-Executive – Independent	Member	27/05/2021	-
4. Stakeholders Relationship Committee	YES	Chetan S. Thakkar	Non-Executive/ Independent	Chairperson	05/08/2019	-
		Ramesh D. Poddar	Executive – Non Independent	Member	12/05/2014	-
		Pawan D. Poddar	Executive – Non Independent	Member	12/05/2014	-
		Ashok M. Jalan	Executive – Non Independent	Member	05/08/2019	-



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5. Corporate Social Responsibility Committee	YES	Ramesh D. Poddar	Executive – Non Independent	Chairperson	12/05/2014	-
		Pawan D. Poddar	Executive – Non Independent	Member	12/05/2014	-
		Deepak R. Shah	Non Executive – Independent	Member	05/08/2019	-
		Ashok M. Jalan	Executive – Non Independent	Member	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 (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
08-Aug-2022	Yes	10	10	5
03-Nov-2022	Yes	10	9	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	86



### IV. Meetings of Committees

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Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	08-Aug-2022	Yes	4	4	3	0
Audit Committee	03-Nov-2022	Yes	4	4	3	0
Stakeholders Relationship Committee	08-Aug-2022	Yes	4	4	1	0
Stakeholders Relationship Committee	03-Nov-2022	Yes	4	3	1	0
Corporate Social Responsibility Committee	08-Aug-2022	Yes	4	4	1	0
Corporate Social Responsibility Committee	03-Nov-2022	Yes	4	3	1	0
Nomination & Remuneration Committee	08-Aug-2022	Yes	3	3	3	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee]	86



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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
<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.	



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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.
  - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - YES
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

**The meeting of the Board of Directors will be held after 21st January, 2023, hence this Report will be placed at the said meeting.**

For Siyaram Silk Mills Limited

  
William Fernandes  
Company Secretary and Compliance officer

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