

13th April, 2024

To,

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 31st March, 2024.**

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 : **31st March, 2024.**



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
Website: 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 & DIN.	Category (Chairperson /Executive/ NonExecutive/ 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)
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
Mr.	Pawan D. Poddar	PAN AACPP2360E DIN00090521	Executive	24/01/1989	01/08/2021	-	-	05/06/1954	1	0	1	0
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
Mr.	Ashok M. Jalan	PAN AABPJ3865B DIN00456869	Executive	30/01/2007	30/01/2022	-	-	02/10/1959	1	0	2	0



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			Independent		
		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)	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	
<p><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></p>					



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Mrs.	Mangala R.Prabhu	PAN AAGPP5122Q DIN06450659	Non Executive - Independent	25/03/2019	25/03/2024	-	00 months	15/04/1955	5	5	6	2
Mr.	Chetan S. Thakkar	PAN ACJPT9171E DIN03273267	Non Executive - Independent	01/08/2019	01/08/2019	-	56 months	18/01/1975	1	1	1	1
Mr.	Ashok N. Desai	PAN AAHPD7089H DIN03609419	Non Executive - Independent	01/08/2019	01/08/2019	-	56 months	13/01/1953	1	1	0	0
Mr.	Deepak R. Shah	PAN AAFPS6684M DIN06954206	Non Executive - Independent	01/08/2019	01/08/2019	-	56 months	04/06/1964	3	2	3	1
Mr.	Sachindra N. Chaturvedi	PAN AABPC2360A DIN00553459	Non Executive - Independent	01/08/2019	01/08/2019	-	56 months	30/09/1950	2	2	2	1

Whether Regular chairperson appointed – YES

Whether Chairperson is related to managing director or CEO – Chairperson is the Managing Director of the Company

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
I. 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 –	05/08/2019	-

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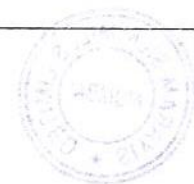
Registered Office: H – 3/2, MIDC, A – Road, Tarapur, Boisar, Palghar – 401 506 (Mah.)



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)
30 th October, 2023	8 th February, 2024	YES	10	5	100 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					
30 th October, 2023	YES	4	3	8 th February, 2024	100 days
Stakeholders Relationship Committee					
30 th October, 2023	YES	4	1	8 th February, 2024	100 days
Corporate Social Responsibility Committee					
30 th October, 2023	YES	4	1	8 th February, 2024	100 days
Nomination and remuneration committee					
30 th October, 2023	YES	3	3	8 th February, 2024	100 days
Risk Management Committee					
04 th September, 2023	YES	3	1	1 st March, 2024	178 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					



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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
<p>Note:</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No



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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 21st April, 2024 hence this Report will be placed in the said meeting.

For Siyaram Silk Mills Limited



William Fernandes
Company Secretary and Compliance officer

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Annexure II

Annexure II 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

Sr	Item	Compliance status (Yes/No/NA)	Web address
1	Details of business	Yes	https://www.siyaram.com/about-us.php
2	Terms and conditions of appointment of independent directors	Yes	https://siyaram-images.s3.ap-south-1.amazonaws.com/images/investor-relationship-doc/communications/2022-2023/SSML-Terms-and-Conditions-of-Independent-Directors-2021-22.pdf
3	Composition of various committees of board of directors	Yes	https://siyaram-images.s3.ap-south-1.amazonaws.com/images/investor-relationship-doc/other-listing-compliance/2021-2022/Board-of-Directors-and-Committees-2021-2022.pdf
4	Code of conduct of board of directors and senior management personnel	Yes	https://siyaram-images.s3.ap-south-1.amazonaws.com/images/investor-relationship-doc/code-of-conduct/2019-2020/SSML-CODE-OF-CONDUCT-Directors-Sr.Mgt-Revised.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://siyaram-images.s3.ap-south-1.amazonaws.com/images/investor-relationship-doc/policy/2019-2020/Final Whistle Blower Policy.pdf
6	Criteria of making payments to non-executive directors	Yes	https://siyaram-images.s3.ap-south-1.amazonaws.com/images/investor-relationship-doc/communications/2022-2023/SSML-Terms-and-Conditions-of-Independent-Directors-2021-22.pdf
7	Policy on dealing with related party transactions	Yes	https://siyaram-images.s3.ap-south-1.amazonaws.com/images/investor-relationship-doc/policy/2019-2020/Related-Party-Transaction-Policy.pdf
8	Policy for determining 'material' subsidiaries	Yes	https://siyaram-images.s3.ap-south-1.amazonaws.com/images/investor-relationship-doc/policy/2019-2020/SSML-Policy-for-determining-material-subsiidiaries.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	https://siyaram-images.s3.ap-south-1.amazonaws.com/images/investor-relationship-doc/other-listing-compliance/2023-2024/familiarisation-programme-2023-24.pdf



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10	Email address for grievance redressal and other relevant details	Yes	https://siyaram-images.s3.ap-south-1.amazonaws.com/images/investor-relationship-doc/other-listing-compliance/2021-2022/Contact-Details-2021-22.pdf
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://siyaram-images.s3.ap-south-1.amazonaws.com/images/investor-relationship-doc/other-listing-compliance/2021-2022/Contact-Details-2021-22.pdf
12	Financial results	Yes	https://www.siyaram.com/investor-relations/quarterly-financial-results.php
13	Shareholding pattern	Yes	https://www.siyaram.com/investor-relations/share-holding-patterns.php
14	Details of agreements entered into with the media companies and/or their associates	NA	-
15.1	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	https://www.siyaram.com/investor-relations/communications.php
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes	https://www.siyaram.com/investor-relations/communications.php
16	New name and the old name of the listed entity	NA	-
17	Advertisements as per regulation 47 (1)	Yes	https://www.siyaram.com/investor-relations/other.php
18	Credit rating or revision in credit rating obtained	Yes	https://siyaram-images.s3.ap-south-1.amazonaws.com/images/investor-relationship-doc/other-listing-compliance/2022-2023/Credit Rating Bank Loans 06 Sep 2022.pdf
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://siyaram-images.s3.ap-south-1.amazonaws.com/images/investor-relationship-doc/annual-reports/2021-2022/Cadini-SRL-Financials-2022.pdf
20	Secretarial Compliance Report	Yes	https://www.siyaram.com/investor-relations/communications.php
21	Materiality Policy as per Regulation 30 (4)	Yes	https://siyaram-images.s3.ap-south-1.amazonaws.com/images/investor-relationship-doc/policy/2019-2020/Policy-on-Criteria-for-determining-materiality-of-events.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.siyaram.com/investor-relations/corporate-governance.php



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23	Disclosures under regulation 30(8)	Yes	https://www.siyaram.com/investor-relations/communications.php
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	https://siyaram-images.s3.ap-south-1.amazonaws.com/images/investor-relationship-doc/policy/2021-2022/Siyaram-Dividend-Distribution-Policy-Final.pdf
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.siyaram.com/investor-relations/communications.php
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://www.siyaram.com/investor-relations/communications.php
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://www.siyaram.com/investor-relations/communications.php



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Annexure II
II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes

Handwritten signature



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21	Role of Nomination and Remuneration Committee	19(4)	Yes
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
24	Role of Stakeholders Relationship Committee	20(4)	Yes
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
26	Meeting of Risk Management Committee	21(3A)	Yes
27	Quorum of Risk Management Committee meeting	21(3B)	Yes
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes
29	Vigil Mechanism	22	Yes
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
32	Approval for material related party transactions	23(4)	NA
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
36	Alternate Director to Independent Director	25(1)	NA
37	Maximum Tenure	25(2)	Yes
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
39	Meeting of independent directors	25(3) & (4)	Yes
40	Familiarization of independent directors	25(7)	Yes
41	Declaration from Independent Director	25(8) & (9)	Yes
42	Directors and Officers insurance	25(10)	Yes
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
44	Memberships in Committees	26(1)	Yes
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes




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46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity.	26(6)	NA
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA
For SIYARAM SILK MILLS LIMITED			
 William Fernandes Company Secretary & Compliance Officer			

Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1.	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		

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 – 30.09.2023

**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	0.00	0.00
Promoter Group or any other entity controlled by them	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00
KMPs or any other entity controlled by them	0.00	0.00

(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	0.00	0.00	0.00
Promoter Group or any other entity controlled by them	0.00	0.00	0.00

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Directors (including relatives) or any other entity controlled by them KMPs or any other entity controlled by them	0.00	0.00	0.00
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(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	0.00	0.00	0.00
Promoter Group or any other entity controlled by them	0.00	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00	0.00
KMPs or any other entity controlled by them	0.00	0.00	0.00

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.




Name: Surendra Shetty

Designation: Chief Financial Officer

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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..

