

SSML/MUM/2016

10th Sept., 2016.

Bombay Stock Exchange Limited
Deputy General Manager,
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 021.

Dear Sir,

Sub : Proceeding and details of the voting results of the 38th Annual General Meeting (AGM).

Ref : Regulation 30 and 44(3) of the SEBI (LODR) Regulations, 2015.

In terms with regulation 30 and 44(3) of SEBI (LODR) Regulations, 2015, please find enclosed herewith the following:-

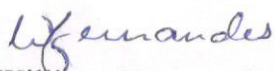
- 1). Summary of the proceedings of the 38th AGM as required under regulation 30 of SEBI (LODR) Regulations, 2015 as Annexure - A.
- 2). Voting Results as required under regulation 44 SEBI (LODR) Regulations, 2015 as Annexure - B.

We are also enclosing herewith the Consolidated Report dated 10th September, 2016 of the Scrutinizer on the e-voting and voting through ballot paper at the AGM. The Voting Results along with the Scrutinizer's Report will be disclosed on the website of the Company www.siyaram.com.

This is for your information and records.

Thanking you,

Yours faithfully,
For Siyaram Silk Mills Limited


(William Fernandes)
Company Secretary
Encl: a/a.

CC – National Stock Exchange of India Limited
Listing Dept
Exchange Plaza, Bandra Kurla Complex
Bandra (East), MUMBAI – 400 051.

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.)

Annexure - A

Summary of the proceeding of the 38th AGM of the Company.

The 38th AGM of the Members of Siyaram Silk Mills Limited ("the Company") was held on Saturday, 10th September, 2016 at 11.00 A.M. (IST) at G 4/1(A), MIDC, Tarapur, Boisar, Dist. Palghar - 401 506 which was chaired by Shri. Ramesh Poddar, Chairman and Managing Director. Requisite quorum being present the Chairman called the meeting to order. He introduced the dignitaries on the dais and informed the members that the Statutory Registers were open for inspection. The Auditors' Report was taken as read. The Chairman then delivered his Speech.

The Chairman thereafter informed the members that the Company had provided the facility to cast their votes electronically on all resolutions set forth in the Notice. Members, who were present at the AGM and had not cast their votes electronically only were entitled to cast their votes on Poll and that there would be no voting by show of hands.

The following items of business, as per the Notice of AGM dated 20th May, 2016, were transacted at the meeting.

1. Adoption of Audited Standalone Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To confirm Interim Dividend of Rs. 11/- per equity share paid on the Equity Shares of the Company for the financial year ended 31st March, 2016 as Final Dividend.
3. Re-appointment of Shri Shrikishan D. Poddar (DIN 00160323), as a Director, who retires by rotation.
4. Ratification of appointment of Messrs. Jayantilal Thakkar & Co., Chartered Accountants as Statutory Auditors and fixing their remuneration.
5. Ratification of remuneration payable to Messrs. Bhuta & Associates, Cost Accountants as Cost Auditors for the F. Y. 2016-17.
6. Re-appointment of Shri. Pawan D. Poddar (DIN 00090521) as Joint Managing Director for a period of 5 years w.e.f. 1st August, 2016 and to approve the remuneration payable to him.

7. Resolution authorizing the Board to borrow money in excess of the Paid up Capital and Free Reserves but not exceeding the limit of Rs.1000 crores.
8. Resolution authorizing the Board to create charges, mortgages and hypothecation to secure the borrowing of the Company not exceeding the limit of Rs.1000 crores.

Clarifications were provided to the queries raised by the Members.

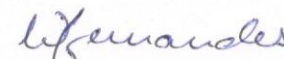
The Chairman informed the members that the Board of Directors had appointed Shri. Prasen Naithani as the Scrutinizer to supervise the e-voting and ballot voting process. The Chairman authorised the Company Secretary to declare the results of voting.

Later, the Scrutinizer's Report was received and accordingly all the resolutions as set out in the notice were declared as passed.

This is for your information and records.

Thanking you,

Yours faithfully,
For Siyaram Silk Mills Limited


William Fernandes
Company Secretary

Voting results for the 38th Annual General Meeting held on 10th September, 2016.

Date of the AGM:	10 th September, 2016.
Total number of shareholders on record date: 2nd September, 2016 (cut-off date for remote e-voting purpose)	10304
No. of shareholders present in the meeting either in person or through proxy:	62
Promoters and Promoter Group:	40
Public:	22
No. of Shareholders attended the meeting through Video Conferencing.	Not Arranged

Agenda-wise disclosure of voting results.

RESOLUTION NO. 1: ORDINARY RESOLUTION

Adoption of Audited Standalone Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.

Whether promoter/promoter group are interested in the agenda / resolution						No.		
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes Polled on Outstanding shares (3)={ (2)/(1)*100 }	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)={ (4)/(2)*100 }	% of votes against on votes Polled (7)={ (5)/(2)*100 }
Promoter and Promoter Group	E-Voting	6286903	0	0	0	0	0	0
	Poll		6286903	100	6286903	0	100	0
	Total		6286903	100	6286903	0	100	0
Public – Institutions	E-Voting	762622	692700	90.83	692700	0	100	0
	Poll		0	0	0	0	0	0
	Total		692700	90.83	692700	0	100	0
Public- Non Institutions	E-Voting	2324491	215342	9.26	215342	0	100	0
	Poll		436	0.02	436	0	100	0
	Total		215778	9.28	215778	0	100	0
Total		9374016	7195381	76.76	7195381	0	100	0

RESOLUTION NO. 2: ORDINARY RESOLUTION

To confirm Interim Dividend of Rs. 11/- per equity share paid on the Equity Shares of the Company for the financial year ended 31st March, 2016 as Final Dividend.

Whether promoter/promoter group are interested in the agenda / resolution						No.		
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes Polled on Outstanding shares (3)={ (2)/(1)*100 }	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)={ (4)/(2)*100 }	% of votes against on votes Polled (7)={ (5)/(2)*100 }
Promoter and Promoter Group	E-Voting	6286903						
	Poll		6286903	100	6286903	0	100	0
	Total		6286903	100	6286903	0	100	0
Public – Institutions	E-Voting	762622	692700	90.83	692700	0	100	0
	Poll							
	Total		692700	90.83	692700	0	100	0
Public- Non Institutions	E-Voting	2324491	215342	9.26	215342	0	100	0
	Poll		436	0.02	436	0	100	0
	Total		215778	9.28	215778	0	100	0
Total		9374016	7195381	76.76	7195381	0	100	0

RESOLUTION NO. 3: ORDINARY RESOLUTION

Re-appointment of Shri Shrikishan D. Poddar (DIN 00160323), as a Director, who retires by rotation.

Whether promoter/promoter group are interested in the agenda / resolution						Yes		
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes Polled on Outstanding shares (3)={ (2)/(1)*100 }	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)={ (4)/(2)*100 }	% of votes against on votes Polled (7)={ (5)/(2)*100 }
Promoter and Promoter Group	E-Voting	6286903	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Institutions	E-Voting	762622	692700	90.83	692700	0	100	0
	Poll		0	0	0	0	0	0
	Total		692700	90.83	692700	0	100	0

Public- Non Institutions	E-Voting	2324491	215027	9.25	215026	1	100	0
	Poll		436	0.02	436	0	100	0
	Total		215463	9.27	215462	1	100	0
Total		9374016	908163	9.69	908162	1	100	0

RESOLUTION NO. 4: ORDINARY RESOLUTION

Ratification of appointment of Messrs. Jayantilal Thakkar & Co., Chartered Accountants as Statutory Auditors and fixing their remuneration.

Whether promoter/promoter group are interested in the agenda / resolution						No.		
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes Polled on Outstanding shares (3)={ (2)/(1) *100}	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)={ (4)/(2) *100}	% of votes against on votes Polled (7)={ (5)/(2) *100}
Promoter and Promoter Group	E-Voting	6286903						
	Poll		6286903	100	6286903	0	100	0
	Total		6286903	100	6286903	0	100	0
Public – Institutions	E-Voting	762622	692700	90.83	645878	46822	93.24	6.76
	Poll		0	0	0	0	0	0
	Total		692700	90.83	645878	46822	93.24	6.76
Public- Non Institutions	E-Voting	2324491	215342	9.26	215342	0	100	0
	Poll		436	0.02	436	0	100	0
	Total		215778	9.28	215778	0	100	0
Total		9374016	7195381	76.76	7148559	46822	99.35	0.65

RESOLUTION NO. 5: ORDINARY RESOLUTION

Ratification of remuneration payable to Messrs. Bhuta & Associates, Cost Accountants as Cost Auditors for the F. Y. 2016-17.

Whether promoter/promoter group are interested in the agenda / resolution						No.		
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes Polled on Outstanding shares (3)={ (2)/(1) *100}	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)={ (4)/(2) *100}	% of votes against on votes Polled (7)={ (5)/(2) *100}
Promoter and Promoter Group	E-Voting	6286903						
	Poll		6286903	100	6286903	0	100	0
	Total		6286903	100	6286903	0	100	0
Public –	E-Voting		692700	90.83	692700	0	100	0

Institutions	Poll	762622	0	0	0	0	0	0
	Total		692700	90.83	692700	0	100	0
Public- Non	E-Voting	2324491	215342	9.26	215342	0	100	0
Institutions	Poll		436	0.02	436	0	100	0
	Total		215778	9.28	215778	0	100	0
Total		9374016	7195381	76.76	7195381	0	100	0

RESOLUTION NO. 6 : SPECIAL RESOLUTION

Re-appointment of Shri. Pawan D. Poddar(DIN 00090521) as Joint Managing Director for a period of 5 years w.e.f. 1st August, 2016 and to approve the remuneration payable to him.

Whether promoter/promoter group are interested in the agenda / resolution						Yes.		
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes Polled on Outstanding shares (3)={ (2)/(1)*100 }	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)={ (4)/(2)*100 }	% of votes against on votes Polled (7)={ (5)/(2)*100 }
Promoter and Promoter Group	E-Voting	6286903	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Institutions	E-Voting	762622	692700	90.83	692700	0	100	0
	Poll		0	0	0	0	0	0
	Total		692700	90.83	692700	0	100	0
Public- Non Institutions	E-Voting	2324491	215027	9.25	215026	1	100	0
	Poll		436	0.02	436	0	100	0
	Total		215463	9.27	215462	1	100	0
Total		9374016	908163	9.69	908162	1	100	0

RESOLUTION NO. 7: SPECIAL RESOLUTION

Resolution authorizing the Board to borrow money in excess of the Paid up Capital and Free Reserves but not exceeding the limit of Rs.1000 crores.

Whether promoter/promoter group are interested in the agenda / resolution						No.		
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes Polled on Outstanding shares (3)={ (2)/(1)*100 }	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)={ (4)/(2)*100 }	% of votes against on votes Polled (7)={ (5)/(2)*100 }
Promoter and	E-Voting	6286903	0	0	0	0	0	0

Promoter Group	Poll		6286903	100	6286903	0	100	0
	Total		6286903	100	6286903	0	100	0
Public Institutions	E-Voting		692700	90.83	692700	0	100	0
	Poll	762622	0	0	0	0	0	0
	Total		692700	90.83	692700	0	100	0
Public- Non Institutions	E-Voting		214340	9.22	214340	0	100	0
	Poll	2324491	436	0.02	436	0	100	0
	Total		214776	9.24	214776	0	100	0
Total		9374016	7194379	76.75	7194379	0	100	0

RESOLUTION NO. 8 : SPECIAL RESOLUTION

Resolution authorizing the Board to create charges, mortgages and hypothecation to secure the borrowing of the Company not exceeding the limit of Rs.1000 crores.

Whether promoter/promoter group are interested in the agenda / resolution						No.		
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes Polled on Outstanding shares (3)={ (2)/(1)*100 }	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={ (4)/(2)*100 }	% of votes against on votes Polled (7)={ (5)/(2)*100 }
Promoter and Promoter Group	E-Voting	6286903	0	0	0	0	0	0
	Poll		6286903	100	6286903	0	100	0
	Total		6286903	100	6286903	0	100	0
Public Institutions	E-Voting	762622	692700	90.83	692700	0	100	0
	Poll		0	0	0	0	0	0
	Total		692700	90.83	692700	0	100	0
Public- Non Institutions	E-Voting	2324491	215342	9.26	215342	0	100	0
	Poll		436	0.02	436	0	100	0
	Total		215778	9.28	215778	0	100	0
Total		9374016	7195381	76.76	7195381	0	100	0

The above mentioned Resolutions were accordingly passed by the members with requisite majority.

Thanking you,

Yours faithfully,
For Siyaram Silk Mills Limited


William Fernandes
Company Secretary



P. NAITHANI & ASSOCIATES

Company Secretaries

902, B Wing, Venus Tower, Veera Desai Road, Andheri (W), Mumbai - 400 053.
Tel. : 022 2674 4476 / 2674 0882 | Mobile : +91 98204 00325 | Email : cs@careerimpact.in

COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND ON POLL

To
The Chairman,
Siyaram Silk Mills Limited
Regd.Off: H-3/2, MIDC, A RD,
Tarapur, Boisar, Palghar,
Maharashtra

Dear Sir,

Sub:Report on Remote e-voting carried out during 7th September, 2016 (9.00 am IST) to 9th September, 2016 (5.00 pm IST) and Poll conducted at the 38th Annual General Meeting (AGM) of Siyaram Silk Mills Limited held on 10th September, 2016.

I, Mr. Prasen Naithani, in the capacity of the Scrutinizer, furnish the consolidated report as under:

1. The Company engaged the services of National Securities Depository Limited (NSDL) (hereinafter referred to as the "Service Provider") to offer the Remote e-voting facility to its shareholders. The Remote e-voting facility was offered and kept open by the Company to its Shareholders for the period commencing on 7th September, 2016 (9.00 am) and ending on 9th September, 2016 (5.00 pm). The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 2nd September, 2016 (i.e. cut - off date) were allowed to participate and vote electronically during the aforesaid period of Remote e-voting. On 10th September, 2016, the votes cast through Remote e-voting facility were duly unblocked by me in the capacity of the Scrutinizer in the presence of Ms. Pramila Gawde and Ms. Kavita Thombare who were present as witnesses.
2. At the AGM of the Company held on Saturday the 10th September, 2016, at 11:00 am. at Plot No. G-4/1(A), MIDC, Tarapur, Boisar, Dist. Palghar – 401506, Maharashtra, a Poll was conducted on all the resolutions to facilitate the members present at the meeting, who did not participate in the Remote e-voting to cast their votes through the poll.
3. Further, Empty ballot (polling) box were locked and sealed by me in the presence of the members and the proxies. Subsequent to the completion of polling process, the ballot (polling) box were unlocked by me in the presence of Mr. Rajesh Chainani and Mr. Rajendra Shah and the poll papers were diligently scrutinized by me. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



4. All the resolutions were passed with requisite majority. I am herewith enclosing the details containing inter alia, list of equity shareholders, who cast their votes through e-voting and by poll on each of the resolutions.

CONSOLIDATED REPORT

Sr. No. Resolution	Particulars Of Resolution	Method Of Voting	Votes in favour of Resolution		Votes against Resolution		Invalid Votes No.
			No.	%	No.	%	
1	Adoption of Audited Standalone Financial Statements(including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon— Ordinary Resolution	e-voting	908042	100	-	-	-
		Poll	6287339	100	-	-	26
		Total	7195381	100	-	-	-
2	Confirmation of Interim Dividend as Final Dividend – Ordinary Resolution	e-voting	908042	100	-	-	-
		Poll	6287339	100	-	-	26
		Total	7195381	100	-	-	-
3	Reappointment of Shri. Shrikishan D. Poddar (DIN 00160323), who retires by rotation and being eligible, offer himself for reappointment – Ordinary Resolution	e-voting	907726	99.9999	1	0.0001	-
		Poll	436	100	-	-	26
		Total	908162	99.9999	1	0.0001	-
4	Ratification of appointment of M/s. Jayantilal Thakkar & Co., Chartered Accountants (FRN 104133W), as the Statutory Auditors – Ordinary Resolution	e-voting	861220	94.84	46822	5.16	-
		Poll	6287339	100	-	-	26
		Total	7148559	99.35	46822	0.65	-
5	Ratification of remuneration	e-voting	908042	100	-	-	-



	payable to M/s. Bhuta & Associates, Cost Accountants, (FRN 100817), as cost auditor – Ordinary Resolution	Poll	6287339	100	-	-	26
		Total	7195381	100	-	-	-
6	Re-appointment of Shri. Pawan D. Poddar (DIN 00090521) as Joint Managing Director, for a further period of 5 (five) years from 1 st August, 2016 to 31 st July, 2021 – Special Resolution	e-voting	907726	99.9999	1	0.0001	-
		Poll	436	100	-	-	26
		Total	908162	99.9999	1	0.0001	-
7	Borrowing money under section 180(1)(c) where money to be borrowed together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and its free reserve but which shall not exceed the sum of Rs.1000 crores at any one time – Special Resolution	e-voting	907040	100	-	-	-
		Poll	6287339	100	-	-	26
		Total	7194379	100	-	-	-
8	Section 180(1)(a) - Creation of charges, mortgages and hypothecations on movable and immovable properties, both present and future not exceeding limit of Rs.1000 Crores – Special Resolution	e-voting	908042	100	-	-	-
		Poll	6287339	100	-	-	26
		Total	7195381	100	-	-	-



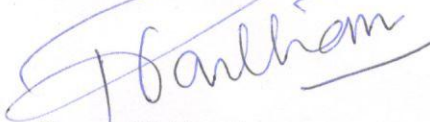
From the above report, I state that the entire resolutions stand passed under the combined Remote e-voting and Poll with requisite majority.

The register and all other papers and relevant records relating to Remote e-voting & voting by Poll are handed over to the Company Secretary.

Thanking You,

Yours Faithfully

For P. Naithani & Associates,
Practicing Company Secretary



Prasen Naithani
Proprietor
FCS: 3830 CP: 3389



Place: Boisar
Date: 10/09/2016