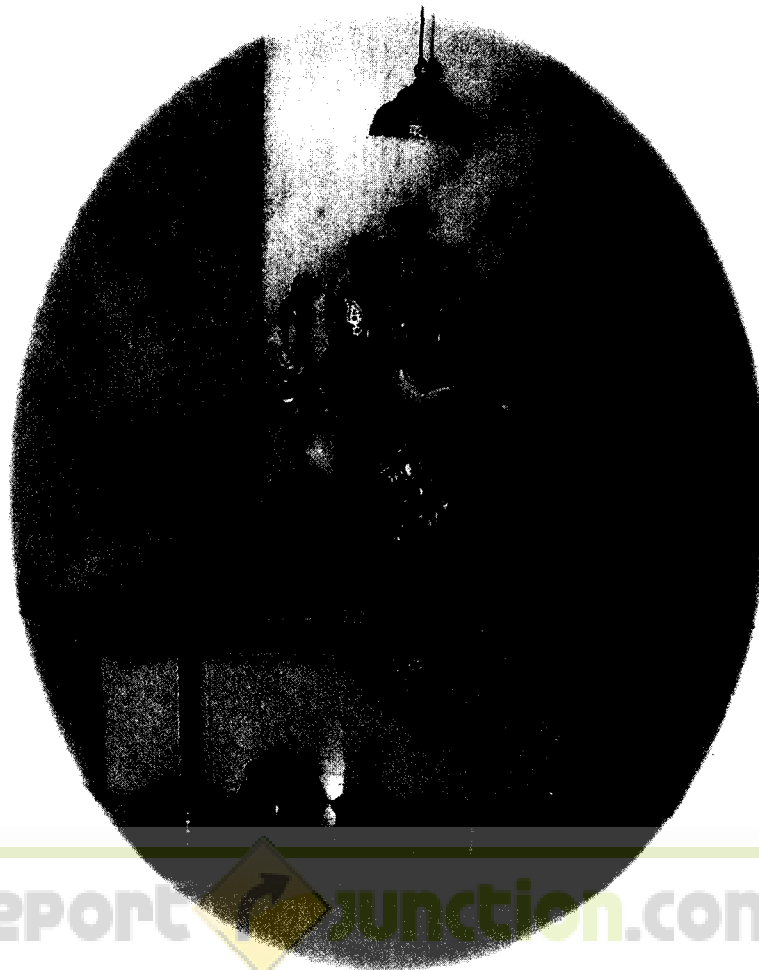




Siyaram Silk Mills Ltd.



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SIYARAM SILK MILLS LIMITED

Registered Office: H-3/2, MIDC, A-Road, Tarapur, Boisar, Dist. Thane - 401506

NOTICE is hereby given that the 25th Annual General Meeting of the Members of SIYARAM SILK MILLS LIMITED will be held on Thursday, the 4th day of September, 2003 at 11.00 a.m. at Plot No. G-4/1, MIDC, Tarapur, Boisar, Dist. Thane - 401 506, Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Profit and Loss account for the year ended on 31st March, 2003, the Balance Sheet as at that date and Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2003.
3. To appoint a Director in place of Shri. Ashokkumar Mahansaria who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri B.L. Sarda who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Shri. V.C. Mehta who retires by rotation and being eligible, offers himself for reappointment.
6. To reappoint M/s. Jayantilal Thakkar & Co., Chartered Accountants, the retiring Auditors of the Company, as Auditors to hold office for the period commencing from the conclusion of this meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and/or the guidelines for managerial remuneration issued by the Central Government from time to time, the consent of the Company be and is hereby accorded to the reappointment of Shri. Rameshkumar D. Poddar, as Vice Chairman Cum Managing Director of the Company, for a period of 5 (five) years with effect from 1st November 2002 to 30th October 2007, on the terms and conditions including remuneration as are set out in the agreement entered into between the Company and Shri. Rameshkumar D. Poddar, a copy whereof is placed before the meeting which agreement is hereby specifically approved with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement, subject to the same not exceeding the limits specified in Schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being

in force or as may hereafter be modified / re-enacted by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Shri. Rameshkumar D Poddar"

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps and do all such acts, deeds, matters, and things as may be necessary, proper or expedient to give effect to this resolution".

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and/or all the guidelines for managerial remuneration issued by the Central Government from time to time, the consent of the Company be and is hereby accorded to the reappointment of Shri. Arvindkumar M. Poddar, as Jt. Managing Director of the Company, for a period of 5 (five) years with effect from 1st November 2002 to 30th October 2007, on the terms and conditions including remuneration as are set out in the agreement entered into between the Company and Shri. Arvindkumar D. Poddar, a copy whereof is placed before this meeting which agreement is hereby specifically approved with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement, subject to the same not exceeding the limits specified in Schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be modified / re-enacted by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Shri. Arvindkumar D Poddar"

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps and do all such acts, deeds, matters, and things as may be necessary, proper or expedient to give effect to this resolution".

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and/or all the guidelines for managerial remuneration issued by the Central Government from time to time, the consent of the Company be and is hereby accorded to the reappointment of Shri. Shrikishan D. Poddar, as Whole-time Director designated as Executive Director of the Company, for a period of 5 (five) years with effect from 1st November 2002 to 30th October 2007, on the

terms and conditions including remuneration as are set out in the agreement entered into between the Company and Shri. Shrikishan D. Poddar, a draft whereof is placed before this meeting which agreement is hereby specifically approved with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement, subject to the same not exceeding the limits specified in Schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be modified / re-enacted by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Shri. Shrikishan D. Poddar"

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps and do all such acts, deeds, matters, and things as may be necessary, proper or expedient to give effect to this resolution".

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and/or all the guidelines for managerial remuneration issued by the Central Government from time to time, the consent of the Company be and is hereby accorded to the reappointment of Shri. Vijaylaxmi A. Poddar, as Whole-time Director designated as Executive Director of the Company, for a period of 5 (five) years with effect from 1st November 2002 to 30th October 2007, on the terms and conditions including remuneration as are set out in the agreement entered into between the Company and Shri. Vijaylaxmi A. Poddar, a draft whereof is placed before this meeting which agreement is hereby specifically approved with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement, subject to the same not exceeding the limits specified in Schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be modified / re-enacted by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Shri. Vijaylaxmi A. Poddar"

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps and do all such acts, deeds, matters, and things as may be necessary, proper or expedient to give effect to this resolution".

11. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special

Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 1956 and the Provisions of the Securities Contracts (Regulation) Act, 1956, Listing Agreements with the Stock Exchanges and Guidelines/Rules of the Securities Exchange Board of India and all other applicable laws, rules, regulations and guidelines and subject further to such approvals and sanctions as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions and as may be agreed to by the Board of Directors of the Company (the 'Board' which term shall be deemed to include any Committee thereof), consent of the Company be and is hereby accorded to the Board to delist the Equity Shares of the Company from the Stock Exchange at Ahmedabad;

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the aforesaid voluntary delisting of shares, as it may in its absolute discretion deem fit without being required to seek any further approval of the members or otherwise and intent that the members shall be deemed to have given their approval expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all necessary steps in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its Committees/Directors or any of the Officers of the Company to do all such acts, deeds or things as may be necessary from time to time to give effect to the aforesaid resolutions and matters connected or incidental thereto"

12. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Article No. 114 of the Articles of Association of the Company be and is hereby amended by inserting the following in lieu of the existing article"

" Until otherwise determined by a General Meeting and subject to Sections 252, 259 and other applicable provisions if any of the Companies Act, 1956 and subject to such approval, permissions and sanctions as may be required from the requisite authorities, the number of Directors shall not be less than 4 (four) and not more than 15 (fifteen) exclusive of debenture Directors, Government Directors and technical Directors (other than form among or belonging to any groups) appointed under the provision of the Articles"

13. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 314 and other applicable provisions, if any, of the Companies Act, 1956 the consent of the Company be and is hereby accorded

to the appointment of Shri. Vishal R. Poddar, a relative of Directors, as an Executive on the terms and conditions and remuneration (including perquisites) as specified in the appointment letter dated 1st July, 2003, a copy of which is placed before the meeting, which agreement is hereby specifically approved."

"RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to pay to Shri. Vishal R. Poddar such perquisites and other benefits as are payable to other staff of the Company in the said cadre and such yearly increment as the Board of Directors deemed fit in their absolute discretion within the ceiling prescribed under the provision of the Companies Act, 1956 or with such approvals as may be required from appropriate authorities."

"RESOLVED FURTHER THAT the Management may entrust upon him such duties and functions as they deemed fit and alter/change is designation as they may consider appropriate from time to time."

Order of the Board of Directors

(RAMESH D PODDAR)

Vice- Chairman cum Managing Director

Place: Mumbai

Dated: 30th June, 2003

IMPORTANT NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the Company.
2. Proxies in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office not less than forty-eight hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the company will remain closed from 26th August 2003, to 28th August 2003 (both days inclusive).
4. If the dividend as recommended by the Board of Directors is declared at the meeting, the payment will be made to those shareholders whose names are on the Company's Register of Members and who are notified as beneficiaries by the depositories viz. National Securities Depository Limited and Central Depository Services (India) Ltd., and to whom dividend warrants will be posted.
5. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS, mandate, nomination, power of attorney, change of address, change in name etc. to their depository participant (DP). These changes will be automatically reflected in Company's records, which will help the Company to provide efficient and better service to the members.

Members holding shares in physical form are requested

to intimate all changes with respect to their bank details, change of address, change in name etc. to the Company at its Corporate office/ Registered Office or its Share Transfer Agent, M/s. Tata Registry Service (Unit - SIYARAM SILK MILLS LIMITED, Army and Navy Building, 148 Mahatma Gandhi Road, Fort, Mumbai - 400 001).

6. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, dividends for the financial year ended 31st March, 1996 and thereafter, which remain unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 205C of the Companies Act, 1956.

Information in respect of such unclaimed dividends when due for transfer to the said Fund is given below:

Financial year ended	Date of Declaration of Dividend	Last date for claiming unpaid dividend	Due date for transfer to IEP Fund
31/03/1996	29/07/1996	28/07/2003	27/08/2003
31/03/1997	20/08/1997	19/08/2004	18/09/2004
31/03/1998	03/09/1998	02/09/2005	02/10/2005
31/03/1999	21/07/1999	20/07/2006	19/08/2006
31/03/2000	31/07/2000	30/07/2007	29/08/2007
31/03/2001	27/08/2001	26/08/2008	01/10/2008
31/03/2002	14/09/2002	13/09/2009	19/10/2009

Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Mr. T.S. Singh, Compliance Officer at the company's corporate office for further particulars. Members are requested to note that no payment shall be made in respect of any such claims of dividends not encashed or claimed within 7 years from the date that they first became due for payment.

8. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
7. Consequent upon the introduction of Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Accordingly these Shareholders are requested to send Nomination in Form 2B attached to the Annual Report.
8. Re-appointment of Directors:

At the ensuing Annual General Meeting, Shri. Ashokkumar Mahansaria, Shri. B.L. Sarda & Shri. V.C. Mehta retire by rotation and being eligible offer themselves for reappointment. The information or details pertaining to these Directors to be provided in terms of Clause 49 of the Listing Agreement with the Stock Exchanges are furnished as Annexure to the Notice..

ANNEXURE TO THE NOTICE

Explanatory statement as required by Section 173(2) of the Companies Act, 1956.

Item No. 7, 8, 9 & 10.

The Board of Directors of the Company at their meeting held on 31st October 2002 has reappointed Shri. Rameshkumar D Poddar - Vice-Chairman & Managing Director, Shri. Arvindkumar M Poddar - Jt. Managing Director, Shri. Shrikishan D Poddar & Smt. Vijaylaxmi A. Poddar - Executive Directors as Whole-time Directors of the Company for the period of 5 (five) years w.e.f. 1st November, 2002 to 30th October 2007 and fixed their remuneration for a period of 3 (three) years i.e. from 1st November, 2002 to 30th October, 2005 as per details given below, subject to review in line with statutory amendments and modifications by Central Government of Companies Act, 1956 and/or any Schedules to the said Act.

1. Basic Salary:

Name & Designation	Rupees Per month
Shri. Rameshkumar D Poddar (Vice Chairman & Managing Director)	2,00,000/-
Shri. Arvindkumar M Poddar (Jt. Managing Director)	2,00,000/-
Shri. Shrikishan D Poddar (Executive Director)	1,75,000/-
Smt. Vijaylaxmi A Poddar (Executive Director)	1,75,000/-

2. Commission:

As may be fixed by the Board of Directors of the Company at the end of each financial year, subject to overall ceiling stipulated from time to time under Sections 198, 309 and all other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956, for the time being in force. The amount of commission shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

3. Perquisites:

In addition to the salary and commission, the following perquisites shall also be allowed to Whole-time Directors.

a) Housing:

The Company shall provide fully furnished residential accommodation together with all amenities, facilities and utilities such as Gas, Water, Electricity and Fuel etc.

In case no accommodation is provided by the Company, the Whole-time Directors shall be entitled to House Rent Allowance to the extent of 60% of the basic salary.

b) Medical Reimbursement

Reimbursement of medical expenses incurred in

India or abroad including hospitalization, nursing home and surgical charges and premium for medical insurance incurred for self and family.

c) Leave Travel Concession:

Reimbursement of actual travelling expenses for proceeding on leave once in a year in respect of himself and family.

d) Club Membership Fees:

Fees of Clubs including admission and life membership.

e) Personal Accident Insurance

The actual premium paid.

f) Provident Fund, Superannuation Fund and Annuity Fund

Contribution to Provident Fund, Superannuation Fund and Annuity Fund will not be included in the computation of remuneration to the extent these singly or put together are not taxable under Income Tax Rules, 1962.

g) Gratuity

Gratuity shall be payable at half month's salary for each completed year of service and will not be included in computation of remuneration.

h) Leave and Encashment of Leave

The Whole-time Director shall be entitled to leave with full pay as per the rules of the Company and will be entitled to encash the accumulated leave at the end of the tenure/retirement.

i) Use of Car with Driver

The Company shall provide fully maintained Car with Driver for business and personal use.

j) Free Telephone, Facsimile and other communication facilities.

The Company shall provide free telephone, Facsimile and other communication facilities at the Whole-time Director's residence.

Explanation

For the purpose of the perquisites family shall mean the spouse, the dependent children and the dependent parents of the appointee.

4. Minimum Remuneration.

In the event of absence or adequacy of profits in any financial year during the tenure of his appointment, the Whole-time Director shall be paid remuneration by way of salary perquisites and allowances as specified above subject to limits specified in Schedule XIII of the Companies Act, 1956 or any amendment thereto.

5. Other Terms & Conditions of appointment of Whole-time Directors are as under:

a) The Whole-time Directors shall devote sufficient time

and attention to the business and interest of the Company and shall endeavor to promote its interest to the best of his ability.

b) The Whole-time Directors shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committees thereof.

c) The Whole-time Directors shall not so long as he functions as such, become interested or otherwise concerned directly or through his wife and or minor children in any selling agency of the Company in future without prior approval of the Central Government.

d) The appointment may be terminated by either party by giving the other party three month's notice. If the tenure of office is determined by any reason whatsoever before the expiration of the agreement he shall be entitled to compensation for loss of office in accordance with section 318 of the Companies Act, 1956.

e) The Whole-time Director shall perform his duties and exercise his powers subject to the supervision and control of the Board.

f) The Whole-time Director shall maintain secrecy during the continuance of his employment.

The draft agreements referred to in the resolutions of the accompanying notice is open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day of the Company.

The abstract and Memorandum under Section 302 of the Companies Act, 1956 dated 15th November, 2002 was posted to members of the Company on 20th November, 2002.

Shri. Rameshkumar D. Poddar - Vice Chairman cum Managing Director, Shri. Arvindkumar M Poddar - Jt. Managing Director, Shri. Shrikishan D Poddar - Executive Director and Smt. Vijaylaxmi A. Poddar - Executive Director are concerned or interested in the reappointment and remuneration payable to each of them.

Shri. Dharaprasad R. Poddar, Chairman and Shri. Pawankumar D. Poddar, Director, may be deemed to be concerned or interested in the reappointment and remuneration payable to Shri. Rameshkumar D. Poddar and Shri. Shrikishan D. Poddar being their relatives.

Shri. Rameshkumar D. Poddar, Vice Chairman cum Managing Director and Shri. Shrikishan Poddar, Executive Director, may be deemed to be concerned or interested in each others reappointment and remuneration payable to them being related to each other.

Shri. Arvindkumar Poddar, Jt. Managing Director and Smt. Vijaylaxmi A. Poddar, Executive Director may be deemed to be concerned or interested in each others reappointment and remuneration payable to them being related to each other.

None of the other Directors of the Company is concerned

or interested in the resolutions.

Your Directors commend the resolutions set out at Item Nos. 7 to 10 of the Notice for your approval.

Item No. 11

The Company's Equity Shares are listed on the Stock Exchanges at Mumbai (BSE) & Ahmedabad and permitted trading is allowed on National Stock Exchange (NSE). The bulk of trading in the Company's Equity Shares take place on BSE & NSE. It is experience of the Company that there are merger transactions at the Ahmedabad Stock Exchange.

Further, the Company's Equity Shares have been dematerialized for all the investors by the Securities and Exchange Board of India (SEBI). Therefore, practically there is no physical movement of Share Certificate in transactions taking place on Stock Exchanges. Due to expansion of BSE and emergence of NSE and their extensive networking and extension of terminals to other cities enabling the investors to have access to online dealings in the Company's Equity Shares on such terminal across the country. The Shareholders of the Company will suffer no particular difficulty due to be listing of Equity Shares of the Company on the Ahmedabad Stock Exchange. The proposed delisting of the Company's Equity Shares on Ahmedabad Stock Exchange will therefore not be prejudicial to or affect the interest of the investors.

Hence, it is considered desirable to delist the Equity Shares of the Company from Ahmedabad Stock Exchange subject to the Company complying with the various revisions of the SEBI (Delisting of Securities) Guidelines, 2003 and obtaining requisite approvals, permissions and sanctions in this regard.

The Company's Equity Shares will however continue to be listed on BSE and have permitted trading on NSE.

The Directors commend the Resolution for your approval.

None of the Directors of the Company is concerned or interested in the said resolution.

Item No.12

In view of the various provisions of Corporate Governance the Company is required to have optimum combination of executive and non-executive Directors. Further, the Board of Directors should comprise of sufficient number of independent Directors. The proposed Companies Amendment Bill, 2003 also proposes to increase the maximum number of Directors to 15 (Fifteen). In order to effectively meet these requirements your Board deems it advisable to increase the maximum number of Directors to 15 (Fifteen) instead of present 12 (Twelve) by amending the relevant clause of Articles of Association.

A copy of the Articles of Association of the Company is available for inspection by the members of the Company at its registered office between 11.00 a.m. and 1.00 p.m. on any working day.

Your Directors comment the resolution for your approval.

None of the Directors of the Company is concerned or interested in the resolution.

Item No.13

Shri. Vishal R. Poddar, Son of Shri. Rameshkumar Poddar, Vice Chairman cum Managing Director and grandson of Shri. Dharaprasad R. Poddar was appointed, as an Executive of the Company with effect from 1st July, 2003 by the Board of Directors at their meeting held on 30th June, 2003 on the following remuneration and perquisites:

- 1) Basic Salary - Rs.30,000/- per month, in the scale of Rs.30,000 - 3000 - 42000.
- 2) House Rent Allowance - 10% of the Basic Salary.
- 3) Medical Reimbursement -Rs.1,250/- per month.
- 4) Provident Fund - Rs.780/- per month or such minimum ceiling prescribed under the Provident Fund Act and/or Rules.

In addition he will also be entitled to bonus, leave, gratuity, Leave Travel Concession and other perquisites

applicable to other Executives of the Company in the said cadre.

The appointment of Shri. Vishal R. Poddar, being related to the aforesaid Directors, to a place of profit in the Company requires approval of the Shareholders under Provisions of Section 314 of the Companies Act, 1956.

None of the Directors except Shri. Rameshkumar D. Poddar and Shri. Dharaprasad R. Poddar being related to Shri. Vishal R. Poddar is concerned or interested in the resolution.

Your Directors commend the resolution for your approval.

Order of the Board of Directors

(RAMESH D PODDAR)

Vice Chairman cum Managing Director

Place: Mumbai

Dated: 30th June, 2003

Annexure to Items 3 to 5 of the Notice

Details of Directors seeking re-appointment at the forthcoming annual General Meeting on 4th September 2003. (In pursuance of clause 49 of the Listing Agreement)

Name of the Director	Shri Ashokkumar Mahanesaria	Shri B.L.Sarda	Shri V.C.Mehta
Date of Birth	12/12/1951	09/04/1949	08/08/1942
Date of Appointment on the Board	30/11/1990	23/06/2001	23/06/2001
Qualifications	Inter Science	B.Com./FCA	B.A
Expertise in specific functional area	Industrialist	Chartered Accountant	Industrialist
List of others companies in which directorship held as on March 31,2003 (Excluding, Directorships in private / foreign companies and companies incorporated under section 25 of the companies Act 1956)	BalKrishna Industries Limited Yogesh Agencies & Investment Ltd Acumen Mercantile & Trading co Ltd	—	—

SIYARAM SILK MILLS LIMITED

Regd.Office : H-3/2 MIDC, A.Road, Tarapur, Boisar, Dist. Thane - 401 506

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall.

Member's Name & Address

Name of attending Member
(In Block Letters)FOLIO NO.
CLIENT ID NO.Name of Proxy (In Block Letters)
To be filled in if the proxy attends instead of Members

I hereby record my presence at the 25th Annual General Meeting at Plot No.G-4/1, MIDC, Tarapur, Boisar Dist. Thane 401 506. Maharashtra on Thursday, the 4th September, 2003.

(Member's/Proxy's Signature)
(To be signed at the time of handing over this slip)**SIYARAM SILK MILLS LIMITED**

Regd.Office : H-3/2 MIDC, A.Road, Tarapur, Boisar, Dist. Thane - 401 506

FORM OF PROXYFOLIO NO.
CLIENT ID NO.

I/We of
 in the district of being a Member/Members of the abovenamed Company hereby appoint
 of in the district of
 or failing him of in the district of
 as my/our proxy to vote for me/us on my/our behalf at the 25th Annual
 General Meeting of the Company to be held on Thursday, the 4th September, 2003.

Signed this day of 2003

Revenue
Stamp

Note : This instrument of Proxy shall be deposited at the Regd. Office of the Company not less than 48 (FORTY EIGHT) hours before the time of holding the Meeting.

Siyaram's**SIYARAM SILK MILLS LIMITED****BOARD OF DIRECTORS**

DHARAPRASAD R. PODDAR
Chairman

RAMESH D. PODDAR
Vice-Chairman & Managing Director
ARVIND M. PODDAR
Joint Managing Director

P.K. MOHANTY
Nominee Director - ICICI Bank Ltd.

M.L. PACHERIWALA
PAWAN D. PODDAR
ASHOK P. MAHANSARIA
B.L. SARDA
V.C. MEHTA

SHRIKISHAN D. PODDAR
Smt. VIJAYLAXMI A. PODDAR
Executive Directors

REGISTERED OFFICE
H-3/2, MIDC, A-Road, Tarapur, Boisar - 401 506
Dist. Thane, Maharashtra
Tel. : 952525-272575 / 274564

BANKERS

Bank of Baroda
Central Bank of India
Corporation Bank

AUDITORS

M/s. Jayantilal Thakkar & Co.
Chartered Accountants

COST AUDITORS

M/s. Tholiya & Associates
Cost Accountants

INTERNAL AUDITORS

M/s. K. M. Garg & Co.
Chartered Accountants

SOLICITORS & LEGAL ADVISORS

M/s. Kanga & Co.
Advocates, Solicitors & Notary

CORPORATE OFFICE

Shiv Shakti Industrial Complex
J.R. Boricha Marg
Mumbai-400 011.
Tel. : 022-56630500
Fax : 022-23073602

PLANTS-Weaving

Tarapur Units	H-3/2, MIDC, A-Road Tarapur, Boisar, Dist. Thane Maharashtra
Murbad Units	D-2/1, MIDC Murbad, Dist. Thane Maharashtra
Silvassa Units	Survey No. 367, P.O.: Sally, Silvassa (U.T.)

PLANTS-Yarn

Patalganga Unit	A-31, MIDC, Patalganga Dist. Raigad Maharashtra
Silvassa Unit	45-B, Masat Indl. Area Silvassa (U.T.)

Members are requested to bring their copy of the Annual Report along with them at the Annual General Meeting, as copies of the Report will not be distributed at the Meeting.