

PARMESHWARI SILK MILLS LIMITED

REGD. OFF: VILLAGE BAJRA, RAHON ROAD, LUDHIANA-141007, PH NO. : +91-161-2691873,

EMAIL ID: PARMESHWARISILKMILLSLTD@GMAIL.COM WEBSITE: WWW.PARMESHWARISILKMILLS.COM

CIN: L17116PB1993PLC012917

Corporate Governance Report

1. Name of Listed Entity : **Parmeshwari Silk Mills Limited**
2. Quarter ending : **31.03.2025**

Annexure-I

I.	Composition of Board of Directors											
Title (Mr./ Ms.)	Name of the Directors	PAN & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent / Nominee)	Initial Date of Appointment	Date of Re- Appointment	Date of Cessation	Tenure of Directors in month*	Date of Birth	No. of Director ship 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)&17A(2)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)

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Mr.	Jatinder Pal Singh	PAN - AQCPS 3248J DIN- 01661864	Chairperson &Wholetime Director (Executive)	08 th January, 1993	1 st September 2019	-	386.23**	25/11/1957	1	0	2	0
Ms.	Harinder Kaur	PAN- DRLPK 9334Q	Whole TimeDirector (Executive)	30 th March, 2019	30 th September, 2019	-	72.01**	04/07/1994	1	0	0	0

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		DIN-08407151										
Mr.	Kushvinder Bir Singh	PAN-AIPPS6740Q DIN-08863504	Director (Non-Executive Independent Director)	21st June, 2023	21st June, 2023	-	21.09**	16/01/1959	1	1	2	2
Ms.	PriyaBegana	PAN-AYPPB8039F DIN-07706647	Director (Non-Executive Independent Director)	21 st June, 2023	21st June, 2023	-	21.09**	15/07/1991	3	3	6	1
		Whether Regular chairperson appointed		YES								
		Whether Chairperson is related to managing director or CEO		NO								
				**Calculated from Initial Date of Appointment								
II.		Composition of Committees										

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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	Mr. Khushvinder Bir Singh	Chairperson-Non-Executive Independent Director	20.07.2023		
		Mr. Jatinder Pal Singh	Wholetime Director (Executive)	06.05.2014	-	
		Ms. Priya Begana	Non-Executive Independent Director	20.07.2023	-	

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2. Nomination Remuneration Committee	YES	Mr. Khushvinder Bir Singh Mr. Jatinder Pal Singh Ms. Priya Begana	Chairperson-Non-Executive Independent Director Wholetime Director* (Executive) Non-Executive Independent Director	20.07.2023 07.09.2020 20.07.2023	- - -	
3.Risk Management Committee	NA	NA	NA	NA		
4. Stakeholders Relationship Committee	YES	Mr. Khushvinder Bir Singh	Chairperson-Non-Executive Independent Director	20.07.2023	-	

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		Mr. Jatinder Pal Singh	Wholetime Director (Executive)	06.05.2014	-	
		Ms. Priya Begana	Non-Executive Independent Director	20.07.2023	-	
5. Corporate Social Responsibility Committee	YES	Mr. Jatinder Pal Singh	Chairperson & Wholetime Director (Executive)	01.04.2019	-	
		Mr. Khushvinder Bir Singh	Non-Executive Independent Director	20.07.2023	-	
		Ms. Priya Begana	Non-Executive Independent Director	20.07.2023	-	

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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 meeting (in number of days)	
13-11-2024	03-02-2025	Yes	4	2	81	
	12-02-2025	Yes	4	2	9	
	14-02-2025	Yes	4	2	1	
	06-03-2025	Yes	4	2	19	
	11-03-2025	Yes	4	2	4	
	20-03-2025	Yes	4	2	8	

IV. Meeting of Committees

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Name of Committee	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	12-02-2025	YES	3	2	13-11-2024	90
Stakeholders' Relationship Committee	12-02-2025	YES	3	2	13-11-2024	90
Nomination & Remuneration Committee	-	-	-	-	-	-
Corporate Social Responsibility Committee	20-03-2025	YES	3	2	NIL	NIL

V. Affirmations

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1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 :
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

Name: Shreya Dave

Designation: Company Secretary & Compliance Officer

B. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	0

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No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Sr. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the p	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
	NIL				

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D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
	NIL				

E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

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The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
	NIL			

F. DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC.

Half year ending – 31st March, 2025

I. Disclosure of Loans / guarantees / comfort letters / securities etc.		
(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	NIL	NIL

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Promoter group or any other entity controlled by them	NIL	NIL	
Directors (including relatives) or any other entity controlled by them	NIL	NIL	
KMPs or any other entity controlled by them	NIL	NIL	
(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	NIL	NIL	NIL
Promoter group or any other entity controlled by them	NIL	NIL	NIL

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Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL
(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	NIL	NIL	NIL
Promoter group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

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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.

Name: Sukhdev Singh

Designation: Chief Financial Officer

H. WEBSITE AFFIRMATIONS

I. Disclosure on website in terms of Listing Regulations

<i>Item</i>	<i>Compliance status</i> <i>(Yes/No/NA)</i> refer note below	<i>If Yes provide link to website. If No / NA provide reasons</i>
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.parmeshwarisilkmills.com/

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aa) Memorandum of Association and Articles of Association		https://www.parmeshwarisilkmills.com/wp-content/uploads/2025/04/MOA_Parmeshwari.pdf https://www.parmeshwarisilkmills.com/wp-content/uploads/2025/04/AOA_Parmeshwari.pdf
ab) Brief profile of board of directors including directorship and full-time positions in body corporates		https://www.parmeshwarisilkmills.com/investor-desk/profile-of-directors
b) Terms and conditions of appointment of independent directors	Yes	https://www.parmeshwarisilkmills.com/investor-desk/terms-conditions-of-independent-director
c) Composition of various committees of board of directors	Yes	https://www.parmeshwarisilkmills.com/investor-desk/composition-of-various-committees-of-the-board-of-directors
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.parmeshwarisilkmills.com/wp-content/uploads/2021/06/CODE-OF-CONDUCT-FOR-DIRECTORS-AND-SENIOR-MANAGEMENT.pdf
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://www.parmeshwarisilkmills.com/wp-content/uploads/2019/05/WHISLE-BLOWER-POLICY.pdf
f) Criteria of making payments to non-executive directors	Yes	https://www.parmeshwarisilkmills.com/wp-content/uploads/2022/12/Criteria-for-making-payment-to-Non-executive-Directors-1.pdf
g) Policy on dealing with related party transactions	Yes	http://www.parmeshwarisilkmills.com/wp-content/uploads/2018/01/Policy-on-Related-Party.pdf

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h) Policy for determining ‘material’ subsidiaries	Yes	https://www.parmeshwarisilkmills.com/wp-content/uploads/2023/02/Material-Subsidiary_Parmeshwari.pdf
i) Details of familiarization programmes imparted to independent directors	Yes	http://www.parmeshwarisilkmills.com/wp-content/uploads/2018/01/Familiarisation-Programme-for-Independent-Directors.pdf
j) Email address for grievance redressal and other relevant details	Yes	https://www.parmeshwarisilkmills.com/investor-desk/rta-and-compliance-investor-grievance-officer
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.parmeshwarisilkmills.com/investor-desk/contact-information-of-investor-grievances-officer
l) Financial results	Yes	https://www.parmeshwarisilkmills.com/investor-desk/outcome-of-board-meeting
m) Shareholding pattern	Yes	https://www.parmeshwarisilkmills.com/investor-desk/share-holding-pattern
n) Details of agreements entered into with the media companies and/or their associates	NA	
o)(i) Schedule of analyst or institutional investor meet	NA	

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(ii) presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange		
oa) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	NA	
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	Yes	https://www.parmeshwarisilkmills.com/newspaper-advertisements
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
t) Secretarial Compliance Report	Yes	https://www.parmeshwarisilkmills.com/investor-desk
u) Materiality Policy as per Regulation 30(4)	Yes	https://www.parmeshwarisilkmills.com/wp-content/uploads/2023/04/pod.pdf

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v) Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.parmeshwarisilkmills.com/investor-desk/other-sebi-disclosures
w) Disclosures under regulation 30(8)	Yes	https://www.parmeshwarisilkmills.com/investor-desk
x) Statements of deviation(s) or variations(s) as specified in regulation 32	Yes	https://www.parmeshwarisilkmills.com/investor-desk/statement-of-deviation-and-variation
y) Dividend distribution policy as specified in regulation 43A(1)	NA	
z) Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.parmeshwarisilkmills.com/investor-desk/annual-return
. Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://www.parmeshwarisilkmills.com/investor-desk

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. Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	Yes	https://www.parmeshwarisilkmills.com/investor-desk
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

I. AFFIRMATIONS W.R.T. COMPLIANCE WITH CORPORATE GOVERNANCE PROVISIONS

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes

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Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes

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Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Quorum of Risk Management Committee meeting	21(3B)	NA
Gap between the meetings of the Risk Management Committee	21(3C)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA

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Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	NA
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	NA

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Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
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
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA

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.

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REGD. OFF: VILLAGE BAJRA, RAHON ROAD, LUDHIANA-141007, PH NO. : +91-161-2691873,
EMAIL ID: PARMESHWARISILKMILLSLTD@GMAIL.COM WEBSITE: WWW.PARMESHWARISILKMILLS.COM
CIN: L17116PB1993PLC012917

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

Name: Shreya Dave

Designation: Company Secretary and Compliance Officer

Related Party Transaction	
Subject	Compliance Status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
Note	

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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.

Details of Cyber Security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been Cyber Security incident or breaches or loss of data or documents during the quarter	No
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Date of Event	Not Applicable
Brief Details of Event	Not Applicable

For Parmeshwari Silk Mills Limited

Shreya Dave
Company Secretary and Compliance Officer
Mem No: A70197

Date:26.04.2025

Place:Ludhiana