

SURYO FOODS & INDUSTRIES LIMITED

NOTICE AND AGENDA

OF

191TH MEETING OF THE BOARD OF DIRECTORS

TO BE HELD ON

MONDAY, 12TH AUGUST, 2019 AT 11.30 A.M.

AT

**DINALIPI BHAWAN, A-54/1 & A-55/1, NAYAPALLI, BARAMUNDA
BHUBANESWAR, ODISHA- 751003**

Suryo Foods & Industries Limited

CIN: L05004OR1989PLC002264

Dinalipi Bhawan, A-54/1 & A-55/1, Nayapalli, Baramunda,
Bhubaneswar- 751003

Tel: 91-674-2563832, Fax No. 91-674-2562083

Website: www.suryofoods.com



SURYO FOODS & INDUSTRIES LIMITED

DINALIPI BHAWAN, A-54/1 & A-55/1, Nayapalli, Baramunda,
Bhubaneswar - 751 003, Odisha (India)

Tel : 91-674-2563832 / 2564773, Fax : 91-674-2562083

E-mail : suryofoods.industries@gmail.com

Web. : www.suryofoods.com, CIN : L05004OR1989PLC002264

Date: 02.08.2019

To
Mr. Amarendra Dash
Chairman & Managing Director
A/47, Kharvel Nagar, Unit - III,
Bhubaneswar-75100, Odisha.

To
Mr. Rajendra Nath Mishra
Independent Director
HIG 190, Kanan Vihar
Chandrasekharpur,
Bhubaneswar-751031, Odisha.

To
Mr. Ajit Padhee
Vice-President
313, Kharavelnagar, Unit- III,
Bhubaneswar- 751001, Odisha

To
CS Saroj Kumar Ray
Secretarial Auditor
N/6-215, Jayadev Vihar
Bhubaneswar-751015, Odisha

To
Mrs. Annapurna Dash
Non Executive Director
A/47, Kharvel Nagar, Unit - III,
Bhubaneswar-75100, Odisha

To
Mr. Ramakant Rath
Independent Director
A-50, Kharvel Nagar, Unit III
Bhubaneswar-751001, Odisha.

To
Mr. Aditya Dash
Invitee
A/47, Kharvel Nagar, Unit - III,
Bhubaneswar-75100, Odisha

To,
CA. Partha Sarthi Nayak
Internal Auditor
PL-603, Baramunda, Delta Colony,
Khandagiri, Bhubaneswar, 751003,
Odisha

To
Mr. Ajay Kumar Dash
Non Executive Director
HIG-60, Lumbini Vihar,
Chandrasekharpur, Bhubaneswar-
751016, Odisha

To
Mr. Bata Krishna Tripathy
Independent Director
Plot No. A/68, 2nd Floor, Saheed
Nagar Bhubaneswar-751007,
Odisha

To
CA Sanjit Kumar Mohanty
Statutory Auditor
Plot no. 17, District Centre
Chandrasekharpur, Bhubaneswar-
751016, Odisha

Sub: Notice for Convening the Board Meeting.

Dear Sir/Madam,

You are cordially invited to attend the **191th** meeting of the Board of Directors of the company to be held on **Monday, on 12th August, 2019 at 11:30 A.M.** at: Dinalipi Bhawan, A-54/1 & A-55/1, Nayapalli, Baramunda, Bhubaneswar-751003, Odisha. The agenda items for this Board Meeting and the minutes of previous Board Meeting held on 29th May, 2019 are enclosed herewith for your kind information and necessary action.

The Agenda items are enclosed along with this notice for your kind perusal.

You are requested to please make it convenient to attend the meeting.

Thanking you,

For Suryo Foods & Industries Limited


Amarendra Dash
Managing Director
DIN: 00583036



Encl: As above | CC to: CFO, Manager Accounts. |

AGENDA FOR THE 191th MEETING OF THE BOARD

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MEMORANDUM TO BE PLACED BEFORE THE BOARD OF DIRECTORS IN THEIR 191TH MEETING SCHEDULED TO BE HELD ON MONDAY, 12.08.2019 AT 11.30 A.M AT THE REGISTERED OFFICE OF THE COMPANY.

Agenda Item No.1

Sub: To grant leave of Absence to the Director.

The Board of Directors may grant leave of absence to the following Directors:

- 1.
- 2.

Agenda Item No.2

Sub: Confirmation of the minutes of the 190th Board Meeting held on Wednesday, 29th May, 2019.

Minutes of the 190th Board Meeting Held on Wednesday, 29th May, 2019 is enclosed in ***Annexure-1*** for kind confirmation.

Agenda Item No.3

Sub: Action taken Report on the decision of the 191th Board Meeting held on 29th May, 2018.

Items	Decision	Compliance Status
<p><u>Item No.22: To consider and approve the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019.</u></p>	<p>The Chief Financial Officer has placed the audited Financial Statement (as per Ind AS), Auditors Report for the Financial Year ended 31st March, 2019, which was approved by the members of audit committee. The Board considered the same and passed the following resolution unanimously:</p> <p>“RESOLVED THAT pursuant to the provisions of Section 134 and other applicable provisions of the Companies Act, 2013 the Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and notes on Financial Statements for the financial year ended as on March 31, 2019 as placed before the Board be and is hereby approved.”</p> <p>“RESOLVED FURTHER THAT the Balance sheet, Statement of Profit and Loss, Cash flow Statement and notes thereon be authenticated by Mr. Amarendra Dash, Chairman cum Managing Director, Mrs. Annapurna Dash, Director, Mr. Sandeep Kumar Mishra, Chief Financial Officer Chief Financial Officer and Compliance Officer of the Company.”</p> <p>“RESOLVED FURTHER THAT the Financial Statement for the financial year ended 31st March, 2018 be and is hereby approved for the purpose of filing with stock exchange and its publication in the Newspaper as per the terms of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.</p>	<p style="text-align: center;">COMPLIED</p> <p>The Annual Financial Results has been sent to the BSE Ltd. and Published in both Orissa Post (English Daily) & Dinalipi (Odia Daily) News Paper.</p> <p>The same Resolution in Form MGT-14 has been filled with ROC.</p>

	<p>“RESOLVED FURTHER THAT Mr. Samdeep Kumar Mishra, Compliance Officer of the Company be and is hereby authorized to arrange for its publication in the Newspaper and to do all other statutory compliances.”</p> <p>“RESOLVED FURTHER THAT Mr. Amarendra Dash, Managing Director of the company be and is hereby authorized to digitally sign and file the necessary e-form with the concerned Registrar of Companies in this regard.”</p>	
<p><u>Item No. 24. To obtain omnibus approval for Related Party Transactions with Ram’s Assorted Cold Storage Limited</u></p>	<p>“RESOLVED THAT pursuant to the provisions of section 188 and all other applicable provisions, if any, of the Companies Act, 2013 the Consent of the board be and is hereby given for entering into related party transactions with Ram’s Assorted Cold Storage Limited, during the financial year 2019-20 with respect to the sale of raw materials and other goods or materials at arm's length basis, which was earlier considered, approved and recommended by the Audit Committee.”</p>	Approved
<p><u>Item No. 25. To obtain omnibus approval for Related Party Transactions with Suryo Udyog Limited.</u></p>	<p>“RESOLVED THAT pursuant to the provisions of section 188 and all other applicable provisions, if any, of the Companies Act, 2013 the consent of the board be and is hereby given for entering into related party transactions with Suryo Udyog Limited, during the financial year 2019-20 with respect to the sale of raw materials and other goods or materials at arm's length basis, which was earlier considered, approved and recommended by the Audit Committee.”</p>	Approved

Item No. 26 A.

To write off the bad debt

The Accounts Manager informed the board that an amount of Rs. 81,000/- was created as a provision for bad and doubtful debts in the financial year 2018-19 and he proposed to write off the same as there is no possibility to recover the same.

After discussion, the board has passed the following resolution:

RESOLVED THAT approval of the board be and is hereby accorded to write off the provision for bad and doubtful debt created for the unrecovered debtors. The details of the debtors are mentioned below:

Name of the Party	Amount
Chittaranjan Rout	22,500
Makara Nayak	5,000
Marino Acqua International	22,750
Ranka Palli	30750
Total	81,000

RESOLVED FURTHER THAT Mr. Bikash Kumar Sahoo, Manager Accounts of the company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution.

The bad debts are written off

Item No. 26 B.

To close the Current Account maintained with Kotak Mahindra Bank Ltd.:

The chairman placed before the board the proposal to close the Current Bank Account No. 9312919802 maintained with the Kotak Mahindra Bank Ltd. as the same is no longer required for the business operations of the company.

After due discussion the board has passed these following resolutions:

RESOLVED

- a. That the below mentioned bank Account held in the name of Suryo Foods and Industries at Kotak Mahindra Bank Limited, Lewis Road, Bhubaneswar shall required to be closed with immediate effect due to decision of the management of the company.

Sl. No.	Account No.	Type	Name of the Bank
1	9312919802	Current	Kotak Mahindra Bank Limited

- b. That all the authorized signatories of the said Account are hereby authorized to liaise with the Bank for the procedure necessary for the closure of the said Account including but not limited to the signing of the Bank's account closure documents jointly. The details of the authorized signatory in the said Account is appended below:

Name	Designation
Mr. Amarendra Dash	Managing Director

The Bank Account is closed

	<p>We certify that the above is a correct copy of the resolution passed on by the Board of Directors and that it has been entered in the usual course of business in the minutes of the book of the Company and signed herein by the chairman of the meeting and is in accordance with the Memorandum and Articles of Association of the Company.</p>	
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Agenda Item No.4

Sub: To take note on the minutes of the (1/2019-20) Audit Committee meeting held on 29th May, 2019.

The Audit Committee meeting of the Board of Directors was held on 29th May, 2019 at the registered office of the Company, the minutes of the Meeting is placed before the board for kind perusal and necessary action.

Agenda Item No.5

Sub: To take note on the minutes of the (1/2019-20) Stakeholders Relationship Committee meeting held on 29th May, 2019.

The Stakeholder Relationship Committee meeting of the Board of Directors was held on 29th May, 2019 at the registered office of the Company, the minutes of the Meeting is placed before the Board for kind perusal and necessary action.

Agenda Item No.6

Sub: To take note on the minutes of the (1/2019-20) Nomination and Remuneration Committee meeting held on 29th May, 2019.

The Nomination and Remuneration Committee meeting of the Board of Directors was held on 29th May, 2019 at the registered office of the Company, the minutes of the Meeting is placed before the Board for kind perusal and necessary action.

Agenda Item No.7

Sub: To take note on Quarterly Statement of Investor Complaints as per Regulation 13(3) of SEBI(LODR) Regulations,2015 for the 1st Quarter ended 30th June, 2019.

In terms of Regulation 13(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Quarterly Statement of Investor Complaint submitted shall be approved by the board of directors.

The Quarterly Statement of Investor Complaint of the Company for the 1st quarter ended on 30th June, 2019 will be placed before the Board. The Board may consider and approve the same.

Agenda Item No.8

Sub: To take the note on Quarterly Compliance Report on Corporate Governance for the 1st Quarter ended 30th June, 2019.

In terms of Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the quarterly Compliance Report on Corporate Governance submitted shall be approved by the board of directors.

The quarterly Compliance Report on Corporate Governance of the Company for the 1st quarter ended on 30th June, 2019 will be placed before the Board. The Board may consider and approve the same.

Agenda Item No.9

Sub: To take note on Shareholding Pattern as per Regulation 31 of SEBI (LODR) Regulations, 2015 for the 1st Quarter ended 30th June, 2019.

In terms of Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the quarterly Compliance Report on Shareholding Pattern submitted shall be approved by the board of directors.

The quarterly Compliance Report on Shareholding Pattern of the Company for the 1st quarter ended on 30th June, 2019 will be placed before the Board. The Board may consider and approve the same.

Agenda Item No.10

Sub: To take note on Reconciliation of Share Capital Audit Report issued by Practicing Company Secretary U/R 55A of SEBI (Depositories and Participants) Regulations, 1996.

In terms of Regulation 55A of Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, the quarterly report on Reconciliation of Share Capital Audit issued by Practicing Company Secretary shall be approved by the Board of Directors.

The quarterly report on Reconciliation of Share Capital Audit issued by Practicing Company Secretary of the Company for the 1st quarter ended on 30th June, 2019 will be placed before the Board. The Board may consider and approve the same.

Agenda Item No.11

Sub: To Consider & Approve the Transfer/Transmission of shares.

The Company has received during the 1st Quarter ended 30th June, 2019 One (1) transfer document No. 5590 containing 100 equity shares each, forwarded by Niche Technologies Private Limited (RTA). The board may Consider and approve the transfer/Transmission of shares for the 1st quarter ending 30th June, 2019.

Agenda Item No.12

Sub: To Approve the report of Board of Directors for the Financial Year 2018-19.

The Board may consider and approve the draft report of Board of Directors for Financial Year 2018-19 and may pass the following resolution:

“RESOLVED THAT the draft report of the Board of Directors of the Company for the year ended 31st March, 2019 as placed on the table, duly initialed by the Chairman of the meeting for the purpose of identification be and is hereby approved by the Board of Directors.”

“RESOLVED FURTHER THAT Mr. Amarendra Dash, Chairman & Managing Director of the Company be and is hereby authorized to sign the report of the Board of Directors on behalf of the Board of Directors and to file necessary e-forms in this regard with concerned authorities for their reference and record.”

Agenda Item No.13

Sub: To recommend to the Shareholders for the Re-Appointment of Mr. Ajay Kumar Dash (DIN: 00613681) as a Director liable to retire by Rotation.

Pursuant to provision of Section 152 and other applicable provision, if any, of the Companies Act, 2013, Mr. Ajay Kumar Dash, Director of the Company is liable to retire by rotation and eligible to be re-appointed as a Director in the forthcoming Annual General Meeting.

The Board may consider the same and recommend to the shareholders for re-appointment of Mr. Ajay Kumar Dash as Non-Executive director to the extent that he is required to retire by rotation.

Agenda Item No.14

Sub: To fix the date, time and place of the ensuing 30th Annual General Meeting of the Company and approve the notice for the said meeting.

As per the Section 96 of the companies act, 2013 the Annual General Meeting of the company should be held before 30th September, 2019 that means within a period of Six(6) months from the date of closing of the financial year. So the board of director may fix the date, time and place of the ensuing annual general meeting and approve the notice for the said meeting.

Agenda Item No.15

Sub: Adoption of e-voting service facilities by the company for the forthcoming 30th Annual General Meeting.

As per Section 108 of the Companies Act, 2013, every listed company shall provide the e-voting facilities to the shareholders and for that purpose the company has signed the tri-party agreement with Central Depository Services Limited (CDSL) & Niche Technologies Private Limited, for providing e-voting service facilities to the shareholders for the forthcoming Annual General Meeting. So the Board may adopt e-voting service facilities for the forthcoming Annual General Meeting.

Agenda Item No.16

Sub: To consider and approve the date of Book Closure.

The book closure to date is used identify the cut-off date determining the shareholders of the Company. If any corporate benefit is declared by the Company then the shareholder who is holding shares on the cut-off date will be entitled to get it. So the board may kindly fix the date of book closure before the date of AGM.

Agenda Item No.17

Sub: Appointment of Scrutinizer for the e-Voting Services.

The Company will provide e-voting services in the forthcoming Annual General Meeting. As per the guidelines of e-voting a Scrutinizer required to be appointed, who will scrutinize the e-voting procedure of the Company. So the board may consider and appoint a Company Secretary in Practice as the Scrutinizer for the e-voting services.

Agenda Item No.18

Sub: To Consider and approve the Quarterly unaudited financial result for the quarter ended 30th June, 2019.

The Chief Financial Officer will place the Financial Statement (prepared as per the Ind AS format) for the quarter ended 30th June, 2019, which was approved by the members of audit committee. The Board may consider the same and pass the following resolution:

“RESOLVED THAT the un-audited financial result for the quarter ended on 30th June, 2019 which was earlier considered, approved and recommended by the Audit Committee was placed before the board duly initialed by the Chairman for the purpose of identification be and is hereby considered, approved and taken on record.”

“RESOLVED FURTHER THAT the un-audited financial result for the quarter ended on 30th June, 2019 be and is hereby approved for the purpose of filing with stock exchange and its publication in the Newspaper as per the terms of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.”

“RESOLVED FURTHER THAT Mr. Sandeep Kumar Mishra, Chief Financial Officer and Compliance Officer of the company be and is hereby authorized to arrange for its publication in the Newspaper and to do all other statutory compliances.”

Agenda Item No.19

Sub: To take records the Limited Review Report from the Statutory Auditor of the Company.

As per Regulation 33(3)(a) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Un-audited Financial Results for the quarter ended 30th June, 2018 of the Company is subjected to a "Limited Review" by the Statutory Auditor of the Company and a copy of the Limited Review Report is to be submitted with Stock Exchange within forty-five(45)days from end of the quarter.

The Board may take on record the limited review report given by the statutory auditor of the company.

Agenda Item No.20

Sub: Re-appointment of Statutory Auditor for the Financial Year 2019-20.

As per the Section 139 of the Companies Act, 2013, every Company is required to obtain an Audited Report from a Chartered Accountant in Practice and that report required to be annexed with the board's Report. So the board may consider for appointment of the Chartered firm in Practice as the Statutory Auditor of the Company.

Agenda Item No.21

Sub: Re-appointment of Secretarial Auditor of the Company for the Financial Year 2019-20.

As per the Section 204 of the Companies Act, 2013, Every Listed Company is required to obtain a Secretarial Audit Report from a Company Secretary in Practice and that report required to be annexed in the board's Report. So the board may consider for re-appointing a Company Secretary in Practice as the Secretarial Auditor of the Company.

Agenda Item No.22

Sub: To take notes on the report of the Internal Auditor for the quarter ended on 30th June, 2019.

The Board may take on record the Internal Audit Report for the quarter ended on 30th June, 2019.

Agenda Item No.23

Sub: Any other item with the permission of the Chairman.

MINUTES OF THE 190TH MEETING OF THE BOARD OF DIRECTORS OF SURYO FOODS AND INDUSTRIES LIMITED HELD ON WEDNESDAY, 29TH MAY, 2019 AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT- DINALIPI BHAWAN, PLOT NO. A-54/1 & A-55/1, BARAMUNDA, NAYAPALLY, BHUBANESWAR-751 003, ODISHA.

Directors present:

- | | |
|-----------------------------|--------------------------------|
| 1. Mr. Amarendra Dash | Chairman cum Managing Director |
| 2. Mr. Ajaya Kumar Dash | Director |
| 3. Mrs. Annapurna Dash | Director |
| 4. Mr. Batakrishna Tripathi | Independent Director |
| 5. Mr. Rajendranath Mishra | Independent Director |
| 6. Mr. Ramakant Rath | Independent Director |

Special Invitee:

- | | |
|-----------------------------|----------------------------|
| 1. Mr. Saroj Kumar Ray | Secretarial Auditor |
| 2. Mr. Sandeep Kumar Mishra | CFO and Compliance officer |
| 3. Mr. Bikash Kumar Sahoo | Manager Accounts |
| 4. Mr. Partha Sarathi Nayak | Internal Auditor |

In Attendance:

- | | |
|-----------------------|---------------------------|
| Ms. Manisha Satapathy | Company Secretary Trainee |
|-----------------------|---------------------------|

Chairman:

Mr. Amarendra Dash, Chairman cum Managing Director of the company took the chair and welcomed the board members and invitees to the meeting.

Quorum:

The requisite quorum being present, the chairman called the meeting to order and started the proceedings of the meeting.

Item No. 1: To grant the leave of absence:

As all the directors were present in the meeting so no leave of absence was required to be granted.

Item No. 2: Confirmation of the minutes of the 189th Board meeting held on 11th February 2019:

The minutes of the 189th board meeting held on, 11th February 2019, which were earlier circulated to the board of directors of the company were taken note by the directors.

Item No. 3: Action taken report on the decision of the 189th Board Meeting held on 11th February 2019:

The Board of Directors of the company took note of the action taken on the decisions of the 189th board meeting held on 11th February 2019.

Item No. 4: To take notes on the minutes of the (4/2018-2019) Audit Committee meeting held on 11th February, 2019:

The minutes of the 4th, 2018-19 of the Audit committee meeting held on 11th February 2019 were taken on note by the Board of directors.

Item No. 5: To take notes on the minutes of the (4/2018-2019) Stakeholder Relationship Committee meeting held on 11th February, 2019:

The minutes of the 4th 2018-19 of the Stakeholder Relationship Committee meeting held on 11th February 2019 were taken on note by the Board of directors.

Item No. 6: To consider & take on record the disclosure of interest by the Directors of the company U/s 184 of Companies Act 2013:

The Chairman informed the board that pursuant to Section 184(1) of the Companies Act, 2013, it is necessary for the directors to disclose their concerns or interests in any company or companies or body corporate or firm or association of individuals which shall include shareholding in the form MBP-1 at the first meeting of the Board of Directors in every financial year.

The notice of disclosure of interest received from directors in the prescribed form, MBP-1 received from the directors of the company was placed before the meeting. The board after discussion passed the following resolutions.

RESOLVED THAT pursuant to Section 184(1) of the Companies Act, 2013 read with rule 9(1) of the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 the general notice of disclosure of interest received from the following directors as placed before the meeting be and are hereby noted and taken on record by the Board.

Mr. Amarendra Dash	Chairman cum Managing Director
Mr. Ajaya Kumar Dash	Director
Mrs. Annapurna Dash	Director
Mr. Batakrishna Tripathi	Independent Director
Mr. Rajendranath Mishra	Independent Director
Mr. Ramakant Rath	Independent Director

RESOLVED FURTHER THAT Ms. Manisha Satapathy, Company Secretary Trainee, be and is hereby authorized to keep the disclosure of interest received from the directors in the form MBP-1, in safe custody.

Item No. 7: To consider & take on record the status of Directors and confirmation that they are not disqualified U/s 164 of Companies Act, 2013:

The Chairman informed the board that every director shall inform to the company about his disqualification under sub-section (2) of Section 164, if any, in the form DIR-8. The declaration received in the Form DIR-8 from all the directors confirming that they are not disqualified from being appointed as the director of the company as on 31st March 2019 were placed before the board.

The board after discussion passed the following resolutions.

RESOLVED THAT pursuant to the provisions of Section 164 of the Companies Act 2013, the declarations in Form DIR-8 received from all the Directors of the Company, confirming that they have not been disqualified from being appointed as Directors of the Company as on 31st March, 2018, as placed before the Board, be and is hereby noted and taken on record.

RESOLVED FURTHER THAT Ms. Manisha Satapathy, Company Secretary Trainee be and is hereby authorized to keep the declarations in Form DIR-8 received from the directors in safe custody.

Item No. 8: To take on record the declaration of Independency by Independent Directors:

The Chairman informed the board that every independent director shall at the first meeting of the Board in every financial year give a declaration to the effect that he meets the criteria of independence as specified in Sub-section (6) of the Section 149 of the Companies Act, 2013. The declaration of Independence received from all Independent Directors as prescribed under sub-section (6) of section 149 of Companies Act, 2013 were placed before the board.

The board considered the same and passed the following resolutions:

RESOLVED THAT pursuant to the provisions of Section 149 (6) of the Companies Act 2013, read with rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014, the declarations of Independence received from all the Independent Directors of the Company as placed before the Board, be and is hereby taken on record.

RESOLVED FURTHER THAT Ms. Manisha Satapathy, Company Secretary Trainee be and is hereby authorized to keep the declarations of Independence received from all the Independent Directors of the Company in safe custody.

Item No. 9: To take notes on Circular Resolution dated 23.03.2019 issued for Cessation of Mr. Santanu Kumar Gantayat from the position of Company Secretary cum Compliance Officer:

The chairman informed the board that a circular resolution was passed on 23rd March 2019 for cessation of Mr. Santanu kumar Gantayat from the position of Company Secretary cum Compliance officer of the Company. The chairman requested the Board to take note of the same.

RESOLVED THAT approval of the board be and is hereby accorded to take note of the circular resolution passed on 23rd March 2019 for cessation of Mr. Santamu Kumar Gantayat from the position of Company Secretary cum Compliance Officer of the company.

Item No. 10: To take notes on Circular Resolution dated 15/04/2019 issued for Appointment of Mr. Sandeep Kumar Mishra, CFO of the company as Compliance officer of the company:

The Chairman informed the board that a circular resolution was passed on 15th April 2019 for appointment of Mr. Sandeep kumar Mishra, CFO of the company as the Compliance officer/Authorized Signatory of the company. The chairman requested the Board to take note of the same.

RESOLVED THAT approval of the board be and is hereby accorded to take note of the circular resolution passed on 15th April 2019 for appointment of Mr. Sandeep Kumar Mishra, CFO of the company as the Compliance officer/Authorized Signatory of the company.

Item No. 11: To take notes on the Quarterly Statement of Investor Complaints as per Regulation 13(3) of SEBI (LODR) Regulations, 2015 for the 4th Quarter ended 31st March, 2019:

The Compliance Officer placed before the board the report on investor complaints as per Regulation 13 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the quarter ended 31st March 2019 received from Niche Technologies Private Limited (the Registrar and Transfer Agent of the company). As per that report the company has received one complaint and redressed the same within the stipulated time period. The Board considered and took note of the same.

Item No. 12: To take the notes on Quarterly Compliance Report on Corporate Governance for the 4th Quarter ended 31st March, 2019:

The Compliance Officer informed the board that as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 every listed entity shall submit a quarterly compliance report on corporate governance to the stock exchange within 15 days from the close of the quarter. The compliance officer placed before the board the Corporate Governance Report which is submitted with the stock exchange along with the acknowledgement copy for the proof of submission. The board considered and noted the same.

Item No. 13: To take notes on Shareholding Pattern as per Regulation 31 of SEBI(LODR) Regulations, 2015 for the 4th Quarter ended 31st March, 2019:

The Compliance Officer informed the board that as per Regulation 31(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 every listed entity shall submit to the stock exchange a statement showing holding of securities and shareholding separately for each class of securities on a quarterly basis, within 21 days from the end of the each quarter. The compliance officer placed before the board the aforesaid statement which is already submitted with the stock exchange along with the acknowledgment copy for the proof of submission of the same. The board considered and noted the same.

Item No. 14: To take notes on Reconciliation of Share Capital Audit Report issued by Practicing Company Secretary U/R 55A of SEBI (Depositories and Participants) Regulations, 1996:

The compliance officer informed the board that SEBI-DP Reg.55A listed entities are required to submit Reconciliation of Share Capital Audit Report on a quarterly basis to the stock exchange audited by a practicing Company Secretary for the purpose of reconciliation of share capital held in depositories and in physical form with the issued / listed capital and the same is required to be submitted with the stock exchange within 30 days from the end of the quarter.

The Compliance officer placed before the board the Reconciliation of Share Capital Audit Report issued by M/s. Saroj Ray & Associates, practicing Company Secretaries for the quarter ended 31st March 2019 along with the acknowledgement copy for the proof of submission with the stock exchange. The Board considered, noted the same and taken the report into the record.

Item No. 15: To take notes on Half yearly Compliance Report on physical and electronic share transfer facility has been maintained by RTA as per Regulation 7(3) of SEBI (LODR) Regulations,2015 for the half year ended 31st March, 2019:

The Compliance Officer informed the board that as per Regulation 7(3) of SEBI (LODR) Regulations, 2015 listed entity shall submit a compliance certificate certifying that all activity in relation to share transfer facility are maintained either in house or by registrar to issue and share transfer agent registered with SEBI, to the stock exchange, duly signed by both the Compliance officer of the listed entity and the authorized representative of the share transfer agent within 1 month of end of each half of the financial year.

The Compliance Officer placed before the Board the half yearly Compliance Report on physical and electronic share transfer facility has been maintained by RTA for the half year ended 31st March 2019, issued by Niche Technologies Private Limited (The Registrar and Share Transfer Agent of the company) in terms of Regulation 7(3) of SEBI (LODR) Regulations, 2015. The Board considered, noted the same and taken the report into the record.

Item No. 16: To take the notes on Half yearly Compliance Report issued by Practicing Company Secretary under Regulation 40(9) of SEBI (LODR) Regulations, 2015 for the half year ended 31st March, 2019:

The Compliance Officer placed before the Board the half yearly compliance certificate issued by M/s Saroj Ray & Associates, the Secretarial Auditors of the Company pertaining to transfer/transmission of equity shares of the Company maintained by Niche Technologies Private Limited (RTA) for the period from 01st October, 2018 to 31st March, 2019 before the Board, in terms of Regulation 40 of SEBI(LODR) Regulations, 2015 and also informed that during the 6 (six) months period under review 19 (Nineteen) number of physical transfer request were received for 2,300 shares & effected and 'Nil' physical transmission request was received. During the 6 (Six) months period under review, 'Nil' request for share certificates of Duplicate/Consolidation/Split/Replacement/Dematerialization was received. The Board considered, noted the same and taken the report into record.

Item No. 17: To Consider & Approve the Transfer/Transmission of shares:

The Compliance Officer placed before the Board the transfer of 1400 No. of Equity Shares bearing document No. 5580-5580 (300 No. of Shares), 5581-5583 (300 No. of Shares), 5584-5584 (200 No. of Shares), 5585-5586 (200 No. of Shares), 5585-5587 (400 No. of Shares), 5588-5588 (100 No. of Shares), 5589-5589 (100 No. of Shares) received from Niche Technologies Private Limited (The Registrar and Share Transfer Agent of the Company), which were duly approved by the Stake holders relationship Committee. The board considered, noted the same and taken the report into record.

Item No. 18: To take notes on the report of the Secretarial Auditor for the financial year 2018-19:

The Compliance Officer placed before the Board the Secretarial Audit Report issued by M/s. Saroj Ray & Associates, Company Secretaries, for the financial year ended 2018-19, the board considered and noted the same and taken the report into consideration.

Item No. 19: To take notes of the Annual Secretarial Compliance Report issued by M/s Saroj Ray & Associates, Practicing Company Secretaries for the financial year 2018-19:

The Compliance Officer placed before the Board the Annual Secretarial Compliance Report issued by M/s. Saroj Ray & Associates, Practicing Company Secretaries for the financial year 2018-19 as notified by the SEBI on the circular No. IR/CFD/CMD1/27/2019 dated 08.02.2019. The board considered and noted.

Item No. 20: To take notes on the report of the Internal Auditor for the quarter ended 31st March, 2019:

The Chief Financial Officer of the Company has placed before the Board the internal audit report issued by M/s. AASA & Associates, the Internal Auditors of the Company for the quarter ended 31st December, 2019. The Board Considered the same and taken into record.

Item No. 21: Re-appointment of Internal Auditor of the company for the Financial Year 2019-20:

RESOLVED THAT pursuant to provision of section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014, and other applicable provisions of the Act, the consent of the Board of Directors of the company be and is hereby given to the appointment of M/s. AASA & ASSOCIATES, Chartered accountants, Bhubaneswar as the Internal Auditor of the Company for the financial year 2019-20.

RESOLVED FURTHER THAT Mr. Amarendra Dash, Chairman cum Managing Director of the company be and is hereby authorized to finalize the remuneration of internal auditor in consultation with the Audit Committee and to intimate the same to the Registrar of the Companies & to do all such acts, deeds and things as may be required in this regards to give effect to above resolution.

Item No. 22: To Consider and approve the Audited financial result along with audited report for the quarter and year ended on 31st March, 2019:

The Chief Financial Officer has placed the audited Financial Statement (as per Ind AS), Auditors Report for the Financial Year ended 31st March, 2019, which was approved by the members of audit committee. The Board considered the same and passed the following resolution unanimously:

RESOLVED THAT pursuant to the provisions of Section 134 and other applicable provisions of the Companies Act, 2013 the Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and notes on Financial Statements for the financial year ended as on March 31, 2019 as placed before the Board be and is hereby approved.

RESOLVED FURTHER THAT the Balance sheet, Statement of Profit and Loss, Cash flow Statement and notes thereon be authenticated by Mr. Amarendra Dash, Chairman cum Managing Director, Mrs. Annapurna Dash, Director, Mr. Sandeep Kumar Mishra, Chief Financial Officer Chief Financial Officer and Compliance Officer of the Company.

RESOLVED FURTHER THAT the Financial Statement for the financial year ended 31st March, 2018 be and is hereby approved for the purpose of filing with stock exchange and its publication in the Newspaper as per the terms of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

RESOLVED FURTHER THAT Mr. Samdeep Kumar Mishra, Compliance Officer of the Company be and is hereby authorized to arrange for its publication in the Newspaper and to do all other statutory compliances.”

RESOLVED FURTHER THAT Mr. Amarendra Dash, Managing Director of the company be and is hereby authorized to digitally sign and file the necessary e-form with the concerned Registrar of Companies in this regard.

Item No. 23: To declare unmodified/modified opinion on annual audited financial results for the quarter and year ended on 31st March, 2019:

The Chief Financial Officer has placed before the board the Audit Report issued by M/s Sanjit Mohanty & Co., the Statutory Auditor of the Company for the quarter ended 31st March 2019 along with the declaration pursuant to Regulation 33(3)(d) of SEBI(LODR) Amendment Regulations, 2016 and SEBI Circular No. CIR/CFD/CMD/56/2016 dated 27.05.2016 with respect to audit report of unqualified opinion on annual audited financial results for the quarter and year ended 31st March 2019. The board considered, noted and taken the same into record.

Item No. 24: To obtain omnibus approval for Related Party Transactions with Ram's Assorted Cold Storage Limited:

RESOLVED THAT pursuant to the provisions of section 188 and all other applicable provisions, if any, of the Companies Act, 2013 the approval of the Board be and is hereby accorded to enter into related party transactions with Ram's Assorted Cold Storage Limited, during the financial year 2019-20 with respect to the sale of raw materials and other goods or materials at arm's length basis, which was earlier considered, approved and recommended by the Audit Committee.

Item No. 25: To obtain Omnibus approval for Related Party Transactions with Suryo Udyog Limited:

RESOLVED THAT pursuant to the provisions of section 188 and all other applicable provisions, if any, of the Companies Act, 2013 the approval of the Board be and is hereby accorded to enter into related party transactions with Suryo Udyog Limited, during the financial year 2019-20 with respect to the sale of raw materials and other goods or materials at arm's length basis, which was earlier considered, approved and recommended by the Audit Committee.

Item No. 26: Any other items with the permission of the Chairman.

A. To write off the bad debt

The Accounts Manager informed the board that an amount of Rs. 81,000/- was created as a provision for bad and doubtful debts in the financial year 2018-19 and he proposed to write off the same as there is no possibility to recover the same.

After discussion, the board has passed the following resolution:

RESOLVED THAT approval of the board be and is hereby accorded to write off the provision for bad and doubtful debt created for the unrecovered debtors. The details of the debtors are mentioned below:

Name of the Party	Amount
Chittaranjan Rout	22,500
Makara Nayak	5,000
Marino Acqua International	22,750
Ranka Palli	30750
Total	81,000

RESOLVED FURTHER THAT Mr. Bikash Kumar Sahoo, Manager Accounts of the company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution.

B. To close the Current Account maintained with Kotak Mahindra Bank Ltd.:

The chairman placed before the board the proposal to close the Current Bank Account No. 9312919802 maintained with the Kotak Mahindra Bank Ltd. as the same is no longer required for the business operations of the company.

After due discussion the board has passed these following resolutions:

RESOLVED

- c. That the below mentioned bank Account held in the name of Suryo Foods and Industries at Kotak Mahindra Bank Limited, Lewis Road, Bhubaneswar shall required to be closed with immediate effect due to decision of the management of the company.

Sl. No.	Account No.	Type	Name of the Bank
1	9312919802	Current	Kotak Mahindra Bank Limited

- d. That all the authorized signatories of the said Account are hereby authorized to liaise with the Bank for the procedure necessary for the closure of the said Account including but not limited to the signing of the Bank's account closure documents jointly. The details of the authorized signatory in the said Account is appended below:

Name	Designation
Mr. Amarendra Dash	Managing Director

- e. We certify that the above is a correct copy of the resolution passed on by the Board of Directors and that it has been entered in the usual course of business in the minutes of the book of the Company and signed herein by the chairman of the meeting and is in accordance with the Memorandum and Articles of Association of the Company.

Vote of Thanks:

As there was no other business to be transacted, the meeting came to an end at 2.45 P.M. with vote of thanks to the Chair.

Place: Bhubaneswar

Date: 21.06.2019

CHAIRMAN