

SURYO FOODS & INDUSTRIES LIMITED

NOTICE AND AGENDA

OF

192ND MEETING OF THE BOARD OF DIRECTORS

TO BE HELD ON

TUESDAY, 12TH NOVEMBER, 2019 AT 11:30 A.M.

AT

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

Suryo Foods & Industries Limited

CIN: L05004OR1989PLC002264

Dinalipi Bhawan, A-54/1 & A-55/1, Nayapalli, Baramunda,
Bhubaneswar- 751 003, Odisha.

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



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

To
Mr. Amarendra Dash
Chairman & Managing Director
A/47, Kharvel Nagar, Unit – III,
Bhubaneswar, Odisha-751001.

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

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

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

To
Mrs. Annapurna Dash
Non Executive Director
Kharvel Nagar, Unit-III
Bhubaneswar, Odisha-751001
Odisha-754141.

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

To
Mr. Aditya Dash
A-47, Kharvel Nagar, Unit
Bhubaneswar, Odisha- 751001

To
CA. Partha Sarthi Nayak
Internal Auditor
Plot no. 1149, Govind Prasad, Bomikhal,
Bhubaneswar, Odisha-751010

To **Date: 04.11.2019**

Mr. Ajay Kumar Dash
Non Executive Director
Paradeep Garh,
Dist: Jagatsinghpur, Paradeep,

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

To
CA Sanjit Kumar Mohanty
Statutory Auditor
Plot no. 17, District Centre
Chandrasekharapur, BBSR-751016

Sub: Notice for Convening the Board Meeting.

Dear Sir/Madam,

You are cordially invited to attend the **192nd** meeting of the Board of Directors of the Company to be held on **Tuesday, on 12th November, 2019** at **11.30 A.M.** at: Dinalipi Bhawan, A-54/1 & A-55/1, Nayapalli, Bhubaneswar, Odisha -751003. The agenda items for this Board Meeting and the minutes of previous Board Meeting held on 12th August, 2019 are enclosed herewith for your kind information and necessary action.

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

Thanking you,

Yours faithfully,
For Suryo Foods & Industries Limited

Manisha Satapathy
Manisha Satapathy
Company Secretary and Compliance Officer

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



AGENDA FOR THE 192ND MEETING OF THE BOARD

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MEMORANDUM TO BE PLACED BEFORE THE BOARD OF DIRECTORS IN THEIR 192nd MEETING SCHEDULED TO BE HELD ON TUESDAY, 12.11.2019 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.

MEMORANDUM TO BE PLACED BEFORE THE BOARD OF DIRECTORS IN THEIR 192nd MEETING SCHEDULED TO BE HELD ON TUESDAY, 12.11.2019 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY.

Agenda Item No.2

Sub: Confirmation of the minutes of the 191st Board Meeting held on Monday, 12th August, 2019.

Minutes of the 191st Board Meeting Held on Monday, 12th August, 2019 is enclosed in ***Annexure-1*** after the agenda items for kind confirmation.

MEMORANDUM TO BE PLACED BEFORE THE BOARD OF DIRECTORS IN THEIR 192nd MEETING SCHEDULED TO BE HELD ON TUESDAY, 12.11.2019 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY.

Agenda Item No.3

Sub: Action taken Report on the decision of the 191st Board Meeting held on 12th August, 2019.

Items	Decision	Compliance Status
<p><u>Item No. 12. To Approve the Report of Board of Directors for the Financial Year 2018-19.</u></p>	<p>“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.”</p> <p>“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 the concerned ROC and other regulatory bodies, if any, for their reference and record.”</p>	<p>APPROVED</p> <p>Filing of Resolution in Form MGT-14 - done with ROC.</p>
<p><u>Item No. 13. To recommend to the Shareholders for the Re-Appointment of Mr. Ajay Kumar Dash (DIN: 00613681) as a Director liable to retire by Rotation.</u></p>	<p>“RESOLVED THAT pursuant to provision of section 152 and other applicable provision, if any, of the Companies Act, 2013, the approval of the members of the company be and is hereby accorded for the re-appointment of Mr. Ajay Kumar Dash (DIN: 00613681) as a Non-Executive Director to the extent that he is required to retire by rotation.”</p>	<p>APPROVED- On AGM dated 27/09/2019</p>

<p><u>Item No. 14. 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.</u></p>	<p>“RESOLVED THAT the 30th Annual General Meeting of the Company will be held on Friday, 27th September, 2019 at 11.00 A.M at the registered office of the Company. Mr. Amarendra Dash, Managing Director of the Company be and is here by authorized to issue notice to the shareholders of the company for the forthcoming 30th Annual General Meeting and to do all such acts which are necessary for Convening the 30th Annual General Meeting.</p>	<p>APPROVED- Also AGM conducted on 27/09/2019</p>
<p><u>Item No. 17. Appointment of Scrutinizer for the e-Voting Services.</u></p>	<p>“RESOLVED THAT pursuant to provision of section 108 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 20 of the Companies (Management and Administration) Rules 2014, M/s. Saroj Ray & Associates, Company Secretaries, Bhubaneswar be and is hereby appointed as the Scrutinizer of the Company, who shall scrutinize the e-voting system in the forthcoming 30th Annual General Meeting with professional fees of Rs.25,000/- (Twenty Five Thousand Only) excluding applicable taxes.”</p> <p>“RESOLED FURTHER THAT Mr. Amarendra Dash, Managing Director of the Company be and is hereby authorized to issue the appointment letter and provide the necessary assistance for conducting the e-voting process.”</p>	<p>APPROVED- and Scrutinizer Report submitted to BSE</p>
<p><u>Item No.18. To consider and approve the Quarterly</u></p>	<p>RESOLVED THAT the un-audited financial result for the quarter ended on</p>	

<p><u>unaudited financial result for the quarter ended 30th June, 2019.</u></p>	<p>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.</p> <p>RESOLVED FURTHER THAT the unaudited 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.</p> <p>RESOLVED FURTHER THAT Mr. Sandeep 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 file necessary e-forms with the concerned ROC for their record.</p>	<p>APPROVED- and Submitted to BSE</p>
<p><u>Item No. 20. Re-appointment of Statutory Auditor:</u></p>	<p>“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time and subject to the approval of the Shareholders of the company M/s. Sanjit Mohanty & Co., Chartered Accountants, Bhubaneswar (Firm</p>	<p>APPROVED- and ADT-1 filed with ROC</p>

	<p>Registration No. 328858E), be and is hereby reappointed as Statutory Auditors of the Company for a period of three years, to hold the office from the conclusion of this Annual General Meeting ('AGM') to the conclusion of the 33rd Annual General Meeting ('AGM') of the Company, on a remuneration of Rs. 40,000/- plus GST.</p>	
<p><u>Item No. 21. Re-appointment of Secretarial Auditor of the Company for the Financial Year 2019-20.</u></p>	<p>RESOLVED THAT pursuant to provision of section 204 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 the consent of the Board be and is hereby accorded to re-appoint M/s. Saroj Ray & Associates, Company Secretaries, Bhubaneswar for conducting the secretarial audit of the company for the financial year 2019-20 at a remuneration of Rs.40,000/- (Rupees Forty Thousand Only) plus applicable taxes.</p> <p>RESOLVED FURTHER THAT In this regard the company has received a certificate from the Secretarial Auditors to the effect that they are not disqualified if they are re-appointed and it would be within limit specified by the Institute of Company Secretaries of India.</p>	<p>APPROVED</p>

	<p>RESOLED FURTHER THAT Mr. Amarendra Dash, Chairman cum Managing Director of the Company be and is hereby authorized to issue the appointment letter and the Compliance Officer of the Company be and is hereby authorized to provide necessary assistance for conducting the aforesaid audit.</p>	
<p><u>Item No. 23 Any other item with the permission of chairman.</u></p> <p>a. To Sell/lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company:</p>	<p>RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, any other applicable provisions of Companies Act, 2013 and subject to the approval of the Shareholders of the company, the consent of the board be and is hereby accorded to sale/lease or otherwise dispose of the properties situated at Dist.-Ganjam, Mouza- Sagarpur, near Gopalpur the Hatechery (Land & Building) of 5.77 Acres, Mouza-Ganjam land of 5.439 Acres and Mouza-Palibanda land of 1.330 Acres, Dist.-Bhadrak at-Narendrapur land of 118.00 Acres and at- Karanjamala land of 31.03 Acres, in order to repay all the debts of the company.</p> <p>RESOLVED FURTHER THAT Mr. Amarendra Dash, Managing Director of the company be and is hereby authorized to do such further proceedings for getting the approval of the Shareholders and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution and to digitally sign and file necessary e- forms with the concerned ROC.</p>	<p>APPROVED at the AGM held on 27.09.2019 and MGT-14 filed with ROC.</p>
<p><u>Item No. 23 Any other item with the permission of chairman.</u></p> <p>b. To enter in to transaction with</p>	<p>RESOLVED THAT pursuant to Section 188(1)(b) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, Regulation 23(4) of the SEBI (LODR) Regulations, 2015 and subject to the approval of the Shareholders the consent of the Board of Directors of the</p>	<p>APPROVED at the AGM held on 27.09.2019 and MGT-14 filed with ROC</p>

<p><u>related parties</u></p>	<p>company be and is hereby accorded to sale/lease or otherwise dispose of the properties situated at Dist.-Ganjam, Mouza- Sagarpur, near Gopalpur the Hatechery (Land & Building) of 5.77 Acres, Mouza-Ganjam land of 5.439 Acres and Mouza- Palibanda land of 1.330 Acres, Dist.-Bhadrak at-Narendrapur land of 118.00 Acres and at- Karanjamala land of 31.03 Acres, at a fair value to Ram's Assorted Cold Storage Limited, Suryo Media Limited and Suryo Udyog Limited, these companies are related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015 on such terms and conditions which are beneficial for the interest of the company.</p> <p>RESOLVED FURTHER THAT a registered valuer shall be appointed for the valuation of the above mentioned properties if the proposal to for the above sale is approved by the shareholders in the ensuing AGM.</p> <p>RESOLVED FURTHER THAT Mr. Amarendra Dash, Managing Director of the company be and is hereby authorized to do such further proceedings for getting the approval of the Shareholders and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution and to digitally sign and file necessary e- forms with the concerned ROC.</p>	
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Agenda Item No.4

Sub: To take note on the minutes of the (2/2019-20) Audit Committee meeting held on 12th August, 2019.

The Audit Committee meeting of the Board of Directors was held on 12th August, 2019 at the registered office of the Company, the minutes of the Meeting will be placed before the board for kind perusal and necessary action.

Agenda Item No.5

Sub: To take note on the minutes of the (2/2019-20) Stakeholders Relationship Committee meeting held on 12th August, 2019.

The Stakeholder Relationship Committee meeting of the Board of Directors was held on 12th August, 2019 at the registered office of the Company, the minutes of the Meeting will be placed before the Board for kind perusal and necessary action.

Agenda Item No.6

Sub: To take note on the minutes of the (2/2019-20) Nomination and Remuneration Committee meeting held on 12th August, 2019.

The Nomination and Remuneration Committee meeting of the Board of Directors was held on 12th August, 2019 at the registered office of the Company, the minutes of the Meeting will be 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 02nd Quarter ended 30th September, 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 02nd quarter ended on 30th September, 2019 will be placed before the Board. The Board will consider and approve the same.

Agenda Item No.8

Sub: To take the note on Quarterly Compliance Report on Corporate Governance for the 02nd Quarter ended 30th September, 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 02nd quarter ended on 30th September, 2019 will be placed before the Board. The Board will 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 02nd Quarter ended 30th September, 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 02nd quarter ended on 30th September, 2019 will be placed before the Board. The Board will 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 02nd quarter ended on 30th September, 2019 will be placed before the Board. The Board may consider and approve the same.

Agenda Item No.11

Sub: To take the 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 30th September, 2019.

In terms of Regulation 7(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the half yearly compliance report on physical and electronic share transfer facility maintained by RTA for the half year ended 30th September, 2019 shall be approved by the board of directors.

The half yearly compliance report of the Company for the 02nd quarter ended on 30th September, 2019 will be placed before the Board. The Board will consider and approve the same.

Agenda Item No.12

Sub: To take the notes on Half yearly Compliance Report issued by Practicing Company Secretary under Regulation 40 of SEBI (LODR) Regulations, 2015 for the half year ended 30th September, 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 02nd Quarter ended 30th September, 2019 will be placed before the Board. The Board will consider and approve the same.

Agenda Item No.13

Sub: To take notes on the Confirmation Certificate in the matter of Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended 30th September, 2019:

The Confirmation Certificate in the matter of Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended 30th September, 2019 submitted shall be approved by the board of directors.

The Confirmation Certificate received from the RTA for the quarter ended 30th September, 2019 will be placed before the board and the board will consider and approve the same.

Agenda Item No.14

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

The Company has received during the 02nd Quarter and half year ended 30th September, 2019 One (1) transfer document No. 5590, containing 100 equity shares and Three(3) transmission document No. 5591, 5592 & 5593, containing 300 equity shares, forwarded by M/s Niche Technologies Private Limited (RTA). The board may Consider and approve the transfer/Transmission of shares for the 02nd Quarter ending 30th September, 2019.

Agenda Item No.15

Sub: To take records the Internal Audit Report from the Internal Auditor of the Company for the Quarter ended 30th September, 2019.

The Board may take records the Internal Audit Report from the Internal Auditor of the Company for the Quarter ended 30th September, 2019.

Agenda Item No.16

Sub: To Consider & approve the Quarterly unaudited financial results for the Quarter and half year ended 30th September, 2019.

The Chief Financial Officer placed the Quarterly unaudited financial results for the quarter and half year ended 30th September, 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 results for the quarter and half year ended on 30th September, 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 and half year ended on 30th September, 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 Ms. Manisha Satapathy, Company Secretary cum 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.17

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 and half year ended 30th September, 2019 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.18

Sub: To take note of the Circular Resolution passed on 20.09.2019 for appointment of Ms. Manisha Satapathy as Company Secretary and Compliance Officer:

To take note on the Circular Resolution passed on 20.09.2019 for appointment of Ms. Manisha Satapathy as Company Secretary and Compliance officer of the company pursuant to Section 203 of Companies Act, 2013 and Regulation 6(1) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Agenda Item No.19

Sub: to designate Ms. Manisha Satapathy who has been appointed as Company Secretary and Compliance Officer of the company w.e.f 20.09.2019 as Key Managerial Person of the Company.

To designate Ms. Manisha satapathy who was appointed as Company Secretary and Compliance Officer of the company w.e.f 20.09.2019 through passing a circular resolution dated 20.09.2019 as Key Managerial Person of the company pursuant to Section 203 of the Companies Act, 2013.

The board may pass the following resolutions:

RESOLVED THAT pursuant to Section 2(51) & Section 203 read with rule made there under and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force Ms. Manisha Satapathy, Company Secretary and Compliance Officer of the Company be and is hereby designated as one of the Key Managerial Persons of the Company.

RESOLVED FURTHER THAT Mr. Amarendra Dash, Managing Director of the Company be and are hereby authorized to file the information with the Registrar of Companies concerned in the prescribed form.

Agenda Item No.20

Sub: Resignation of Mr. Sandeep Kumar Mishra from the position of Chief Financial Officer of the Company:

To take on record the resignation letter dated 30.09.2019 submitted by Mr. Sandeep Kumar Mishra, Chief Financial Officer of the company.

The board may pass the following resolutions:

RESOLVED THAT the resignation of Mr. Sandeep Kumar Misha, from the position of Chief Financial Officer of the Company be and is hereby approved and taken on record of the Company with effect from 31.10.2019.

RESOLVED FURTHER THAT Mr. Amarendra Dash, Managing Director of the Company be and are hereby authorized to file the information with the Registrar of Companies concerned in the prescribed form.

RESOLVED FURTHER THAT the Board places on record the valuable services rendered by Mr. Sandeep Kumar Misha, during his tenure as the Chief Financial Officer of the Company and expresses its deep sense of appreciation and gratitude for the same.

Agenda Item No.21

To Appoint Mr. Bikash Kumar Sahoo as Chief Financial Officer of the Company:

To appoint Mr. Bikash Kumar Sahoo as the Chief Financial officer of the company pursuant to section 203 of the Companies Act, 2013.

The board may pass the following resolutions:

RESOLVED THAT pursuant to the provisions of Section 203 of the Companies, Act, 2013 and all other applicable provisions of the Companies Act 2013, Mr. Bikash Kumar Sahoo, who has given his consent to the board to act as the Chief Financial Officer, be and is hereby appointed as the Chief Financial Officer of the company with effect from 12th November, 2019.

RESOLVED FUTHER THAT Mr. Amarendra Dash, Managing Director of the Company be and is hereby authorized to file DIR-12 with the Registrar of Companies, Odisha, for necessary Compliance and to do all such deeds, acts and things as may be necessary to give effect to the above resolution

Agenda Item No.21

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

MINUTES OF THE 191ST MEETING OF BOARD OF DIRECTORS OF SURYO FOODS AND INDUSTRIES LIMITED HELD ON MONDAY THE 12TH AUGUST , 2019 AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT DINALIPI BHAWAN, A-54/1 & A-55/1, BARAMUNDA, BHUBANESWAR-751003, ODISHA.

Directors Present:

Mr. Amarendra Dash	Chairman cum Managing Director
Mr. Ajaya Kumar Dash	Director
Mrs. Annapurna Dash	Director
Mr. Bata Krishna Tripathy	Independent Director
Mr. Rajendranath Mishra	Independent Director
Mr. Ramakanta Rath	Independent Director

Special Invitee:

Mr. Saroj Ray - S Ray & Associates	Secretarial Auditor
Mr. Sandeep Kumar Mishra	Chief Financial Officer
Mr. Bikash Kumar Sahoo	Manager Accounts
Mr. Partha Sarathi Nayak	Internal Auditor

In Attendance:

Ms. Manisha Satapathy	Company Secretary Trainee
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Chairman:

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

Quorum:

The requisite quorum being present the chairman called the meeting into order and started the preceding of the meeting.

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

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

Item No. 2. Confirmation of the minutes of the 190th meeting of the board of directors held on 29th May, 2019:

The minutes of the 190th meeting of the board of directors held on 29th May, 2019 which were earlier circulated were taken note by the board.

Item No. 3. Action taken Report on the decision of the 190th Board Meeting held on 29th May, 2019:

The board of directors of the company took note on the action taken on the decision of the 190th Board meeting held on 29th May, 2019.

Item No. 4. To take note on the minutes of the (1/2019-20) Meeting of the Audit Committee held on 29th May, 2019:

The minutes of the (1/2019-20) meeting of the Audit committee held on 29th May, 2019 were read, confirmed and duly signed by the chairman.

Item No. 5. To take note on the minutes of the (1/2019-20) Meeting of the Stakeholders Relationship Committee meeting held on 29th May, 2019:

The minutes of the (1/2019-20) meeting of the Stakeholders Relationship committee held on 29th May, 2019 were read, confirmed and duly signed by the chairman.

Item No. 6. To take note on the minutes of the (1/2019-20) Meeting of the Nomination and Remuneration Committee meeting held on 29th May, 2019:

The minutes of the (1/2019-20) meeting of the Nomination and Remuneration committee held on 29th May, 2019 were read, confirmed and duly signed by the chairman.

Item No. 7. To take note on Quarterly Statement of Investor Complaints as per Regulation 13(3) of SEBI (LODR) Regulations, 2015 for the 1st Quarter ended on 30th June, 2019:

The Compliance officer placed before the board the Report of the RTA on Investors Complaints as per Regulation 13 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. As per the report the company has got 2 complaints and redressed the same therefore the pending complaints are nil at the end of the quarter. The board considered and took note of the same.

Item No. 8. To take the note on Quarterly Compliance Report on Corporate Governance for the 1st Quarter ended on 30th June, 2019:

The compliance officer placed before the board the Compliance Report on Corporate Governance as per Regulation 27(2) of SEBI (LODR) Regulations, 2015 for the quarter ended 30th June, 2019 along with the acknowledgement copy as a proof of the submission of the same with the BSE. The board considered and noted the same.

Item No. 9. To take note on Shareholding Pattern as per Regulation 31 of SEBI (LODR) Regulations, 2015 for the 1st Quarter ended on 30th June, 2019:

The compliance officer placed before the board the Compliance Report on Shareholding pattern as per Regulation 31 of SEBI (LODR) Regulations, 2015 for the quarter ended 30th June, 2019 along with the acknowledgement copy as a proof of the submission of the same with the BSE. The board considered and noted the same.

Item No. 10. 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:

The Compliance Officer of the Company placed the Reconciliation of Share Capital Audit Report for the quarter ended 30th June, 2019, before the Board issued by M/s. Saroj Ray & Associates, the Secretarial Auditors of the Company in terms of Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 along with the acknowledgement copy as a proof of the submission of the same with the BSE. The Board considered, noted the same.

Item No. 11. To Consider & Approve the Transfer/Transmission of shares.

With the permission of the Chair, the Compliance Officer has placed on the table the transfer of 100 No. of equity shares bearing document numbers 5590, during the 1st Quarter ended on 30th June, 2016 forwarded by Niche Technologies Private Limited (The Registrar and Share Transfer Agent of the Company) which was received and duly approved by the stakeholders Relationship Committee. The board considered and approved the same.

Item No. 12. To Approve the Report of Board of Directors for the Financial Year 2018-19.

The Report of the Board of Directors of the Company for the financial year 2018-19 is placed before the Board of Directors and board has passed 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.”

Item No. 13. To recommend to the Shareholders for the Re-Appointment of Mr. Ajay Kumar Dash (DIN: 00613681) as a Director liable to retire by Rotation:

The Company Secretary informed to the board that, pursuant to provision of section 152 and other applicable provision, if any, of the Companies Act, 2013, Mr. Ajay Kumar Dash is liable to retire by rotation and eligible to be re-appointed as a Director in the forth Coming Annual General Meeting.

The Board considered and approved the following resolution subject to the approval of Shareholder in the General Meeting of the Company.

RESOLVED THAT pursuant to provision of section 152 and other applicable provision, if any, of the Companies Act, 2013, the approval of the members of the company be and is hereby accorded for the re-appointment of Mr. Ajay Kumar Dash (DIN: 00613681) as a Non-Executive Director to the extent that he is required to retire by rotation.

Item No. 14. 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.

“RESOLVED THAT the 30th Annual General Meeting of the Company will be held on Friday, 27th September, 2019 at 11.00 A.M at the registered office of the Company. Mr. Amarendra Dash, Managing Director of the Company be and is here by authorized to issue notice to the shareholders of the company for the forthcoming 30th Annual General Meeting and to do all such acts which are necessary for Convening the 30th Annual General Meeting.”

Item No. 15. Adoption of e-voting service facilities by the Company for the forthcoming 30th Annual General Meeting:

The Chairman informed the board that the Company has signed the tri-party agreement with Central depository Services (India) Limited and Niche Technologies Private Limited (RTA) for providing e-voting facilities to the share holders in the General meeting.

The board noted the same and authorized the Compliance officer to do all other acts which is required to give effect to the e-voting services.

Item No. 16. To consider and approve the date of Book Closure:

The board of directors discussed on the Book Closure date and decided that for the 30th Annual General Meeting the Share Transfer Register shall remain closed from Monday 23rd September, 2019 to Friday 27th September, 2019 (Both Days Inclusive).

Item No. 17. Appointment of Scrutinizer for the e-Voting Services:

RESOLVED THAT pursuant to provision of section 108 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 20 of the Companies (Management and Administration) Rules 2014, M/s. Saroj Ray & Associates, Company Secretaries, Bhubaneswar be and is hereby appointed as the Scrutinizer of the Company, who shall scrutinize the e-voting system in the forthcoming 30th Annual General Meeting with professional fees of Rs.25,000/- (Twenty Five Thousand Only) excluding applicable taxes.

RESOLVED FURTHER THAT Mr. Amarendra Dash, Managing Director of the Company be and is hereby authorized to issue the appointment letter and provide the necessary assistance for conducting the e-voting process.

Item No. 18. To consider and approve the Quarterly unaudited financial result for the quarter ended 30th June, 2019.

The Chief Financial Officer placed the Quarterly unaudited financial result for the quarter ended 30th June, 2019, which was approved by the members of audit committee. The Board considered and passed 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, 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 file necessary e-forms with the concerned ROC for their record.

Item No. 19. To take records the Limited Review Report from the Statutory Auditor of the Company.

The Chief Financial Officer of the Company placed the Limited Review Report for the 1st quarter ended 30th June, 2019 before the Board. The Board considered the same and taken into record.

Item No. 20. Re-appointment of Statutory Auditor for the Financial Year:

RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time and subject to the approval of the Shareholders of the company M/s. Sanjit Mohanty & Co., Chartered Accountants, Bhubaneswar (Firm Registration No. 328858E), be and is hereby reappointed as Statutory

Auditors of the Company for a period of three years, to hold the office from the conclusion of this Annual General Meeting ('AGM') to the conclusion of the 33rd Annual General Meeting ('AGM') of the Company, on a remuneration of Rs. 40,000/- plus GST.

Item No. 21. Re-appointment of Secretarial Auditor of the Company for the Financial Year 2019-20.

RESOLVED THAT pursuant to provision of section 204 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 the consent of the Board be and is hereby accorded to re-appoint M/s. Saroj Ray & Associates, Company Secretaries, Bhubaneswar for conducting the secretarial audit of the company for the financial year 2019-20 at a remuneration of Rs.40,000/- (Rupees Forty Thousand Only) plus applicable taxes.

RESOLVED FURTHER THAT In this regard the company has received a certificate from the Secretarial Auditors to the effect that they are not disqualified if they are re-appointed and it would be within limit specified by the Institute of Company Secretaries of India.

RESOLED FURTHER THAT Mr. Amarendra Dash, Chairman cum Managing Director of the Company be and is hereby authorized to issue the appointment letter and the Compliance Officer of the Company be and is hereby authorized to provide necessary assistance for conducting the aforesaid audit.

Item No. 22. To take notes on the Report of the Internal Audit for the Quarter ended on 30th June, 2019.

The Chief Financial Officer of the Company has placed the internal audit report issued by M/s. AASA & Associates, the internal auditor of the Company for the Quarter ended on 30th June, 2019 before the Board. The Board considered the same and taken into record.

23. Any other item with the permission of chairman:

c. To Sell/lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company:

The Chairman placed before the board the proposal to sale/lease or otherwise dispose of the properties situated at Dist.-Ganjam, Mouza- Sagarpur, near Gopalpur the Hatechery (Land & Building) of 5.77 Acres, Mouza-Ganjam land of 5.439 Acres and Mouza- Palibanda land of 1.330 Acres, Dist.-Bhadrak at-Narendrapur land of 118.00 Acres and at- Karanjamala land of 31.03 Acres of the company in order to repay the debts of the company.

After due discussion and deliberation the board passed the following resolutions;

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, any other applicable provisions of Companies Act, 2013 and subject to the approval of the Shareholders of the company, the consent of the board be and is hereby accorded to sale/lease or otherwise dispose of the properties situated at Dist.-Ganjam, Mouza- Sagarpur, near Gopalpur the Hatechery (Land & Building) of 5.77 Acres, Mouza-Ganjam land of 5.439 Acres and Mouza- Palibanda land of 1.330 Acres, Dist.- Bhadrak at-Narendrapur land of 118.00 Acres and at- Karanjamala land of 31.03 Acres, in order to repay all the debts of the company.

RESOLVED FURTHER THAT Mr. Amarendra Dash, Managing Director of the company be and is hereby authorized to do such further proceedings for getting the approval of the Shareholders and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution and to digitally sign and file necessary e- forms with the concerned ROC.

d. To enter in to transaction with related parties:

The Chairman placed before the board the proposal to sale/lease or otherwise dispose of the properties situated at Dist.-Ganjam, Mouza- Sagarpur, near Gopalpur the Hatechery (Land & Building) of 5.77 Acres, Mouza-Ganjam land of 5.439 Acres and Mouza- Palibanda land of 1.330 Acres, Dist.-Bhadrak at-Narendrapur land of 118.00 Acres and at- Karanjamala land of 31.03 Acres of the company to Ram's Assorted Cold Storage Limited, Suryo Media Limited and Suryo Udyog Limited, these companies are related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015.

The board after due discussion and deliberation passed the following resolutions;

RESOLVED THAT pursuant to Section 188(1)(b) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, Regulation 23(4) of the SEBI (LODR) Regulations, 2015 and subject to the approval of the Shareholders the consent of the Board of Directors of the company be and is hereby accorded to sale/lease or otherwise dispose of the properties situated at Dist.-Ganjam, Mouza- Sagarpur, near Gopalpur the Hatechery (Land & Building) of 5.77 Acres, Mouza-Ganjam land of 5.439 Acres and Mouza- Palibanda land of 1.330 Acres, Dist.-Bhadrak at-Narendrapur land of 118.00 Acres and at- Karanjamala land of 31.03 Acres, at a fair value to Ram's Assorted Cold Storage Limited, Suryo Media Limited and Suryo Udyog Limited, these companies are related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015 on such terms and conditions which are beneficial for the interest of the company.

RESOLVED FURTHER THAT a registered valuer shall be appointed for the valuation of the above mentioned properties if the proposal to for the above sale is approved by the shareholders in the ensuing AGM.

RESOLVED FURTHER THAT Mr. Amarendra Dash, Managing Director of the company be and is hereby authorized to do such further proceedings for getting the approval of the Shareholders and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution and to digitally sign and file necessary e- forms with the concerned ROC.

Vote of Thanks:

As there was no other business to be transacted, the meeting came to an end at 04:00 P.M. with vote of thanks to the Chair.

Place: Bhubaneswar
Date: 07.09.2019

CHAIRMAN