

# **SURYO FOODS & INDUSTRIES LIMITED**

## **NOTICE AND AGENDA**

**OF**

**193<sup>RD</sup> MEETING OF THE BOARD OF DIRECTORS**

**TO BE HELD ON**

**TUESDAY, 11<sup>TH</sup> FEBRUARY, 2020 AT 11:00 A.M.**

**AT**

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

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Suryo Foods & Industries Limited

CIN: L05004OR1989PLC002264

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

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

website: [www.suryofoods.com](http://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

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  
Vice-President  
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  
A/47, Kharvel Nagar, Unit-III  
Bhubaneswar, Odisha-751001

To

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

To

Mr. Aditya Dash  
Invitee  
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

Mr. Ajay Kumar Dash  
Non Executive Director  
HIG-60, Lumbini Vihar,  
Chandrasekharapur, BBSR,-751016.

To

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

To

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

Date: 31.01.2020

## Sub: Notice for Convening the Board Meeting.

Dear Sir/Madam,

You are cordially invited to attend the 193<sup>rd</sup> meeting of the Board of Directors of the company to be held on **Tuesday, on 11<sup>th</sup> February, 2020 at 11:00 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 12<sup>th</sup> November, 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,

Yours faithfully,

For Suryo Foods & Industries Limited

*Manisha Satapathy*  
Manisha Satapathy

Company Secretary and Compliance Officer

Encl: As above | CC to: CFO |



**AGENDA FOR THE 193<sup>RD</sup> MEETING OF THE BOARD**

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**MEMORANDUM TO BE PLACED BEFORE THE BOARD OF DIRECTORS IN THEIR 193<sup>RD</sup> MEETING SCHEDULED TO BE HELD ON TUESDAY, 11.02.2020 AT 11.00 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 193<sup>RD</sup> MEETING SCHEDULED TO BE HELD ON TUESDAY, 11.02.2020 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY.**

**Agenda Item No.2**

**Sub: Confirmation of the minutes of the 192<sup>nd</sup> Board Meeting held on Tuesday, 12<sup>th</sup> November, 2019.**

Minutes of the 192<sup>nd</sup> Board Meeting Held on Tuesday, 12<sup>th</sup> November, 2019 is enclosed in ***Annexure-1*** for kind confirmation.

**MEMORANDUM TO BE PLACED BEFORE THE BOARD OF DIRECTORS IN THEIR 193<sup>rd</sup> MEETING SCHEDULED TO BE HELD ON TUESDAY, 11.02.2020 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY.**

**Agenda Item No.3**

**Sub: Action taken Report on the decision of the 193<sup>rd</sup> Board Meeting held on 12<sup>th</sup> November, 2019.**

<b>Items</b>	<b>Decision</b>	<b>Compliance Status</b>
<p><b><u>Item No. 16. To Consider &amp; approve the Quarterly unaudited financial results for the Quarter and half year ended 30<sup>th</sup> September, 2019.</u></b></p>	<p>The Accounts Manager placed the Quarterly unaudited financial results for the quarter and six months ended 30<sup>th</sup> September, 2019 which was approved by the members of audit committee. The Board may consider the same and pass the following resolutions.</p> <p><b>RESOLVED THAT</b> the un-audited financial result for the quarter ended on 30<sup>th</sup> 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.</p> <p><b>RESOLVED FURTHER THAT</b> the un-audited financial result for the quarter and half year ended on 30<sup>th</sup> 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.</p>	<p><b>COMPLIED</b></p> <p>The Annual Financial Results has been sent to the BSE Ltd. and Published in both Orissa Post (English Daily) &amp; Dinalipi (Odia Daily) News Paper.</p> <p>The same Resolution in Form MGT-14 has been filled with ROC.</p>

	<p><b>RESOLVED FURTHER THAT</b> Ms. Manisha Satapathy, Company Secretary 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.</p> <p><b>RESOLVED FURTHER THAT</b> 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><b>Item No. 22. Any other item with the permission of the Chairman:</b></p> <p><b>a. To authorize Mr. Ashok Kumar Dash to represent the company before various state or local government authorities/bodies /Departments:.</b></p>	<p><b>RESOLVED THAT</b> Mr. Ashok Kumar Das, Project Manager of Narendrapur Farm situated at Narendrapur &amp; Karanjamal, Bainchua, Bansada, Bhadrak be and is hereby authorized to make application, deal, negotiate, finalize all the government officials works relating to Narendrapur Farm and to sign on all such documents, papers as may be necessary and to represent and appear before the concerned state or local government authorities/ bodies/ Departments for and on the behalf of the company.</p> <p><b>RESOLVED FURTHER THAT</b> this resolution be submitted to the concerned authorities and shall remain in force until notice in writing of withdrawal or cancellation is given by the directors of the company</p>	<p>Approved</p>

#### **Agenda Item No.4**

**Sub: To take note on the minutes of the (03/2019-20) Audit Committee meeting held on 12<sup>th</sup> November, 2019.**

The Audit Committee meeting was held on 12<sup>th</sup> November, 2019 at the registered office of the Company, the minutes of the Meeting will be placed before the board for their kind perusal and necessary action.

#### **Agenda Item No.5**

**Sub: To take note on the minutes of the (03/2019-20) Stakeholders Relationship Committee meeting held on 12<sup>th</sup> November, 2019.**

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

#### **Agenda Item No.6**

**Sub: To take note on the minutes of the (03/2019-20) Nomination and Remuneration Committee meeting held on 12<sup>th</sup> November, 2019.**

The Nomination and Remuneration Committee meeting of the Board of Directors was held on 12<sup>th</sup> November, 2019 at the registered office of the Company, the minutes of the Meeting will be placed before the Board for their 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 03<sup>rd</sup> Quarter ended 31<sup>st</sup> December, 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 03<sup>rd</sup> quarter ended on 31<sup>st</sup> December, 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 03<sup>rd</sup> Quarter ended 31<sup>st</sup> December, 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 03<sup>rd</sup> quarter ended on 31<sup>st</sup> December, 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 03<sup>rd</sup> Quarter ended 31<sup>st</sup> December,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 03<sup>rd</sup> quarter ended on 31<sup>st</sup> December, 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 76 of SEBI (Depositories and Participants) Regulations, 2018.**

In terms of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, 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 3<sup>rd</sup> quarter ended on 31<sup>st</sup> December, 2019 will be placed before the Board. The Board may consider and approve the same.



### **Agenda Item No.11**

**Sub. To take records the Internal Audit Report from the Internal Auditor of the Company for the Quarter ended 31<sup>st</sup> December, 2019.**

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

### **Agenda Item No.12**

**Sub. To Consider & approve the Quarterly unaudited financial results for the Quarter ended 31<sup>st</sup> December, 2019.**

The Chief Financial Officer placed the Quarterly unaudited financial results for the quarter and Nine months ended 31<sup>st</sup> December, 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 nine months ended on 31<sup>st</sup> December, 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 results for the quarter and nine months ended on 31<sup>st</sup> December, 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) Regulations, 2015.”

**“RESOLVED FURTHER THAT** Ms. Manisha satapathy Company Secretary cum Compliance Officer of the Company be and is hereby authorized to arrange for the publication in the newspaper and to do all other statutory compliances.”

**“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.13**

**Sub. 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 issued by M/s. Sanjit Mohanty & Co., the Statutory Auditors of the Company for the quarter and nine months ended 31<sup>st</sup> December, 2019 before the Board. The Board Considered the same and taken into record.”

**Agenda Item No.14**

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

**MINUTES OF THE 192<sup>nd</sup> MEETING OF BOARD OF DIRECTORS OF SURYO FOODS AND INDUSTRIES LIMITED HELD ON TUESDAY THE 12<sup>TH</sup> NOVEMBER, 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.**

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**Directors Present:**

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

**Special Invitee:**

Mr. Saroj Ray - S Ray & Associates	Secretarial Auditor
Mr. Bikash Kumar Sahoo	Manager Accounts

**In Attendance:**

Ms. Manisha Satapathy	Company Secretary
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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:**

Mr. Ajay Kumar Dash and Mr. Ramakanta Rath has expressed their inability to attend the Board meeting and requested for leave of absence. The board granted Leave of absence to the said directors.

**Item No. 2. Confirmation of the Minutes of the 191<sup>st</sup> Board Meeting held on Monday, 12<sup>th</sup> August, 2019:**

The minutes of the 191<sup>st</sup> meeting of the board of directors held on 12<sup>th</sup> August, 2019 which were earlier circulated were taken note by the board.

**Item No. 3. Action taken Report on the decision of the 191<sup>st</sup> Board Meeting held on 12<sup>th</sup> August, 2019:**

The board of directors of the company took note on the action taken on the decision of the 191<sup>st</sup> Board meeting held on 12<sup>th</sup> August, 2019.

**Item No. 4. To take note on the minutes of the (2/2019-20) Meeting of the Audit Committee held on 12<sup>th</sup> August, 2019:**

The minutes of the (2/2019-20) meeting of the Audit committee held on 12<sup>th</sup> August, 2019 were read, confirmed and duly signed by the chairman.

**Item No. 5. To take note on the minutes of the (2/2019-20) Meeting of the Stakeholders Relationship Committee meeting held on 12<sup>th</sup> August, 2019:**

The minutes of the (2/2019-20) meeting of the Stakeholders Relationship committee held on 12<sup>th</sup> August, 2019 were read, confirmed and duly signed by the chairman.

**Item No. 6. To take note on the minutes of the (2/2019-20) Meeting of the Nomination and Remuneration Committee meeting held on 12<sup>th</sup> August, 2019:**

The minutes of the (2/2019-20) meeting of the Nomination and Remuneration committee held on 12<sup>th</sup> August, 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 02<sup>nd</sup> Quarter ended 30<sup>th</sup> September, 2019:**

The Company Secretary 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 not received any complaints during 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 2<sup>nd</sup> Quarter ended on 30<sup>th</sup> September, 2019:**

The Company Secretary placed before the board the Compliance Report on Corporate Governance as per Regulation 27(2) of SEBI (LODR) Regulations, 2015 for the quarter ended 30<sup>th</sup> September, 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 2<sup>nd</sup> Quarter ended 30<sup>th</sup> September, 2019:**

The Company Secretary placed before the board the Compliance Report on Shareholding pattern as per Regulation 31 of SEBI (LODR) Regulations, 2015 for the quarter ended 30<sup>th</sup> September, 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 76 of SEBI (Depositories and Participants) Regulations, 2018:**

The Company Secretary of the Company placed the Reconciliation of Share Capital Audit Report for the quarter ended 30<sup>th</sup> September, 2019, before the Board issued by M/s. Saroj Ray & Associates, the Secretarial Auditors of the Company in terms of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 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 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 30<sup>th</sup> September, 2019:**

The Company Secretary of the Company placed the half yearly compliance report on physical and electronic share transfer facility has been maintained by RTA for the quarter ended 30<sup>th</sup> September, 2019, before the Board 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. 12. 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 30<sup>th</sup> September, 2019:**

The Company Secretary of the Company has placed 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 1<sup>st</sup> April, 2019 to 30<sup>th</sup> September, 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 4 (Four) number of physical transfer request were received for 400 Equity shares and no transmission request was received, During the 6 (Six) months period 'Nil' request for share certificates of Duplicate/ Consolidation/ Split/Replacement/Re-materialization was received. The Board considered, noted the same and taken the report into record.

**Item No. 13. 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 30<sup>th</sup> September, 2019:**

The Compliance Officer of the Company has placed the Confirmation Certificate in the matter of Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 received from the RTA for the quarter ended 30<sup>th</sup> September, 2019. The Board considered, noted the same and taken the report into the record.

**Item No. 14. To Consider & Approve the Transfer/Transmission of shares:**

With the permission of the Chair, the Company Secretary has placed on the table the transfer of 300 no. of equity shares bearing document numbers from 5591 to 5593, during the 2<sup>nd</sup> Quarter ended on 30<sup>th</sup> September, 2019 forwarded by Niche Technologies Private Limited (The Registrar and Share Transfer Agent of the Company) which was received and duly approved by the stake holders relationship committee. The board considered, noted the same and taken the report into record.

**Item No. 15. To take records the Internal Audit Report from the Internal Auditor of the Company for the Quarter ended 30<sup>th</sup> September, 2019:**

The Accounts Manager of the Company has placed the internal audit report issued by M/s. AASA & Associates, the Internal Auditors of the Company for the quarter ended 30<sup>th</sup> September, 2019 before the Board. The Board Considered the same and taken into record.

**Item No. 16. To Consider & approve the Quarterly unaudited financial results for the Quarter and half year ended 30<sup>th</sup> September, 2019:**

The Accounts Manager placed the Quarterly unaudited financial results for the quarter and six months ended 30<sup>th</sup> September, 2019 which was approved by the members of audit committee. The Board may consider the same and pass the following resolutions.

**RESOLVED THAT** the un-audited financial result for the quarter ended on 30<sup>th</sup> 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 30<sup>th</sup> 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** Mrs. Manisha Satapathy, Company Secretary 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.

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

The Accounts Manager of the Company placed the Limited Review Report issued by M/s. Sanjit Mohanty & Co., the Statutory Auditors of the Company for the quarter and six months ended 30<sup>th</sup> September, 2019 before the Board. The Board Considered the same and taken into record.”

**Item No. 18. To take note of the Circular Resolution passed on 20.09.2019 for appointment of Ms. Manisha Satapathy as Company Secretary and Compliance Officer:**

The company Secretary of the Company placed before the board 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. The board considered and took note of the same.

**Item No. 19. 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:**

The chairman informed the board 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.

**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.

**Item No. 20. Resignation of Mr. Sandeep Kumar Mishra from the position of Chief Financial Officer of the Company:**

The chairman informed the board about the resignation tendered by Mr. Sandeep Kumar Mishra from the position of Chief Financial Officer of the company.

The board took note of the same and passed 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.

**Item No. 21. To Appoint Mr. Bikash Kumar Sahoo as Chief Financial Officer of the Company:**

The chairman informed that in order to fill up the vacancy in the position of Chief Financial Officer the Nomination and Remuneration Committee has suggested the name of Mr. Bikash Kumar Sahoo, Accounts Manager of the Company. The board after due discussion and deliberation passed 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 12<sup>th</sup> 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.



**Item No. 22. Any other item with the permission of the Chairman:**

**a. To authorize Mr. Ashok Kumar Dash to represent the company before various state or local government authorities/bodies/Departments:**

The chairman informed the board that for administration and operational convenience it is proposed to authorize Mr. Ashok Kumar Dash, Project Manager of Narendrapur Farm for dealing state or local government authorities/bodies/Departments/for and on the behalf of the company for Balesore Branch Office.

The Board discussed and approved the matter by passing the following resolutions:

**RESOLVED THAT** Mr. Ashok Kumar Das, Project Manager of Narendrapur Farm situated at Narendrapur & Karanjamal, Bainchua, Bansada, Bhadrak be and is hereby authorized to make application, deal, negotiate, finalize all the government officials works relating to Narendrapur Farm and to sign on all such documents, papers as may be necessary and to represent and appear before the concerned state or local government authorities/bodies/Departments/for and on the behalf of the company.

**RESOLVED FURTHER THAT** this resolution be submitted to the concerned authorities and shall remain in force until notice in writing of withdrawal or cancellation is given by the directors of the company.

**Vote of Thanks:**

As there was no other business to be transacted, the meeting came to an end at 02:00 P.M. with vote of thanks to the Chair.

**Place: Bhubaneswar**

**Date: 07.09.2019**

**CHAIRMAN**