

SURYO FOODS & INDUSTRIES LIMITED

NOTICE AND AGENDA

OF

194TH MEETING OF THE BOARD OF DIRECTORS

TO BE HELD ON

MONDAY, 29TH JUNE, 2020 AT 11:00 A.M.

AT

DINALIPI BHAWAN, A-54/1 & A-55/1, NAYAPALLI,

BHUBANESWAR, ODISHA- 751 003

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 <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	To	To	Date: 19.06.2020
Mr. Amarendra Dash Chairman & Managing Director A/47, Kharvel Nagar, Unit – III, Bhubaneswar, Odisha-751001.	Mrs. Annapurna Dash Non Executive Director A/47, Kharvel Nagar, Unit-III Bhubaneswar, Odisha-751001	Mr. Ajay Kumar Dash Non Executive Director HIG-60, Lumbini Vihar, Chandrasekharapur, Bhubaneswar, Odisha-751016.	
To	To	To	
Mr. Rajendra Nath Mishra Independent Director HIG 190, Kanan Vihar Chandrasekharapur, BBSR, Odisha-751031	Mr. Ramakant Rath Independent Director A-50, Kharvel Nagar, Unit III Bhubaneswar, Odisha-751001.	Mr. Bata Krishna Tripathy Independent Director Plot No. A/68, 2 nd Floor, Saheed Nagar Bhubaneswar, Odisha-751007	
To	To	To	
Mr. Ajit Padhee Vice-President 313, Kharavelnagar, Unit- III, Bhubaneswar, Odisha- 751001	Mr. Aditya Dash Invitee A-47, Kharvel Nagar, Unit Bhubaneswar, Odisha- 751001	CA Sanjit Kumar Mohanty Statutory Auditor Plot no. 17, District Centre Chandrasekharapur, BBSR-751016.	
To	To		
CS Saroj Kumar Ray Secretarial Auditor N/6-215, Jayadev Vihar, Bhubaneswar, Odisha-751015	CA. Partha Sarthi Nayak Internal Auditor Plot no. 1149, Govind Prasad, Bomikhal, Bhubaneswar, Odisha-751010		

Sub: Notice for Convening the Board Meeting.

Dear Sir/Madam,

You are cordially invited to attend the 194th meeting of the Board of Directors of the company to be held on **Monday, 29th June, 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 11th February, 2020 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,

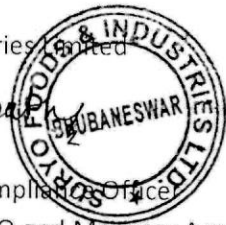
Yours faithfully,

For Suryo Foods & Industries Limited

Manisha Satapathy
Manisha Satapathy

Company Secretary & Compliance Officer

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



AGENDA FOR THE 194TH MEETING OF THE BOARD

Sl No.	Items	Page No. From-To
1	To grant leave of absence to the Directors.	5-5
2	Confirmation of the minutes of the 193 rd Board Meeting held on 11 th February, 2020.	5-5
3	Action taken Report on the decision of the 193 rd Board Meeting held on 11 th February, 2020.	6-6
4	To take notes on the minutes of the 4 th , 2019-2020 Audit Committee meeting held on 11 th February, 2020.	6-6
5	To consider & take on record the disclosure of interest by the Directors of the company U/s 184 of Companies Act 2013.	7-7
6	To consider & take on record the status of Directors and confirmation that they are not disqualified U/s 164 of Companies Act, 2013.	7-7
7	To take on record the declaration of Independency by Independent Directors.	7-7
8	To take notes on Quarterly Statement of Investor Complaints as per Regulation 13(3) of SEBI (LODR) Regulations,2015 for the 4 th Quarter ended 31 st March, 2020.	7-7
9	To take the notes on Quarterly Compliance Report on Corporate Governance for the 4 th Quarter ended 31 st March, 2020.	7-8
10	To take notes on Shareholding Pattern as per Regulation 31 of SEBI(LODR) Regulations, 2015 for the 4 th Quarter ended 31 st March,2020.	8-8
11	To take notes on Reconciliation of Share Capital Audit Report issued by Practicing Company Secretary U/R 76 of SEBI (Depositories and Participants) Regulations, 2018.	8-8
12	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 31 st March, 2020.	8-8
13	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 31 st March, 2020.	9-9
14	To take notes on the report of the Secretarial Auditor for the financial year 2019-20.	9-9

15	To take notes of the Annual Secretarial Compliance Report issued by M/s Saroj Ray & Associates, Practicing Company Secretaries for the financial year 2019-20.	9-9
16	To take notes on the report of the Internal Auditor for the quarter ended on 31 st March, 2020.	9-9
17	Re-appointment of Internal Auditor of the Company for the Financial Year 2020-21.	9-9
18	To Consider and approve the Audited financial result along with audited report for the quarter and year ended on 31 st March, 2020.	10-10
19	To declare unmodified/modified opinion on annual audited financial results for the quarter and year ended on 31 st March, 2020.	10-10
20	To evaluate the performance of Independent director.	10-10
21	Any other items with the permission of the Chairman.	10-10

MEMORANDUM TO BE PLACED BEFORE THE BOARD OF DIRECTORS IN THEIR 194TH MEETING SCHEDULED TO BE HELD ON MONDAY, 29.06.2020, AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY.

Agenda Item No.1

Sub: To grant leave of Absence

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 194TH MEETING SCHEDULED TO BE HELD ON MONDAY, 29.06.2020, AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY.

Agenda Item No.2

Sub: Confirmation of the minutes of the 193RD board meeting held on Tuesday 11th February, 2020.

Minutes of the 193rd Board Meeting Held on Tuesday, 11th February, 2020 is enclosed in *Annexure-1* for kind confirmation.

MEMORANDUM TO BE PLACED BEFORE THE BOARD OF DIRECTORS IN THEIR 194TH MEETING SCHEDULED TO BE HELD ON MONDAY, 29.06.2020, AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY

Agenda Item No.3

Sub: Action taken Report on the Decisions of the Last Board Meeting held on 11.02.2020.

Items	Decision	Compliance Status
<p><u>Item No. 12. To Consider & approve the Quarterly unaudited financial results for the Quarter and nine months ended 31st December, 2019.</u></p>	<p>The Chief Financial Officer placed the Quarterly unaudited financial results for the quarter and nine months ended 31st 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 31st 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 31st 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.”</p>	<p align="center">APPROVED</p> <p>The quarterly Result has been sent to the Stock Exchange & Published in Orissa Post English Daily News Paper & Dinalipi Odia Daily News Paper.</p>

Agenda Item No.4

To take notes on the minutes of the (4/2019-2020) Audit Committee meeting held on 11th February, 2020.

The Audit Committee meeting of the Board of Directors was held on 11th February, 2020 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

To consider & take on record the disclosure of interest by the Directors of the company U/s 184 of Companies Act 2013.

The Chairman is to place before the Board the general notice of disclosure of Director's interest in Form No.MBP-1 under Section 184 of the Companies Act, 2013, received from Directors of the company with a request to take the same on record.

Agenda Item No.6

To consider & take on record the status of Directors and confirmation that they are not disqualified U/s 164 of Companies Act, 2013.

As per Sec 164 of Companies Act, 2013 all the Directors of the company have submitted the status statement for consideration of the Board that they are not disqualified as Director.

Agenda Item No.7

To take on record the declaration of Independency by Independent Directors.

As per Declaration of independence under clause 25(8) of the SEBI(Iodr) and sub-section (6) of section 149 of the Companies Act, 2013, all the Independent Directors have submitted their declaration of independence and the Board is to take a note of it and keep it in record.

Agenda Item No.8

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, 2020.

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 4th quarter ended on 31st March, 2020 will be placed before the Board. The Board will consider and approve the same.

Agenda Item No.9

To take the notes on Quarterly Compliance Report on Corporate Governance for the 4th Quarter ended 31st March, 2020.

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 4th Quarter ended 31st March, 2020 will be placed before the Board. The Board will consider and approve the same.

Agenda Item No.10

To take notes on Shareholding Pattern as per Regulation 31 of SEBI(LODR) Regulations, 2015 for the 4th Quarter ended 31st March, 2020.

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 4th Quarter ended 31st March, 2020 will be placed before the Board. The Board will consider and approve the same.

Agenda Item No.11

To take notes 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, 2020, 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 4th Quarter ended 31st March, 2020 will be placed before the Board. The Board may consider and approve the same.

Agenda Item No.12

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, 2020.

In terms of Regulation 7(3) of Securities and Exchange Board of (Listing Obligations and Disclosure Requirements) Regulations, 2015, the half yearly report on physical and electronic share transfer facility has been maintained by RTA issued by RTA shall be approved by the Board of Directors.

The half yearly report on physical and electronic share transfer facility issued by RTA of the Company for the half year ended 31st March, 2020 will be placed before the Board. The Board may consider and approve the same.

Agenda Item No.13

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, 2020.

In terms of Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the half yearly compliance certificate issued by practicing company secretary pertaining to transfer of equity shares of the company from 01st October, 2019 to 31st March, 2020 during half year ended on 31st March, 2020 submitted shall be approved by the board of directors.

The half yearly Compliance Certificate issued by Practicing Company Secretary of the Company for the half year ended on 31st March, 2020 will be placed before the Board. The Board will consider and approve the same.

Agenda Item No.14

To take notes on the report of the Secretarial Auditor for the financial year 2019-20.

The Board may take on record the report of Secretarial Auditor for the Financial Year 2019-20.

Agenda Item No.15

To take notes of the Annual Secretarial Compliance Report issued by M/s Saroj Ray & Associates, Practicing Company Secretaries for the financial year 2019-20.

The Board may take on record the Annual Secretarial Compliance Report issued by M/s Saroj Ray & Associates, Practicing Company Secretaries for the financial year 2019-20 as notified by the SEBI on the circular No. IR/CFD/CMD1/27/2019 dated 08.02.2019.

Agenda Item No.16

To take notes on the report of the Internal Auditor for the quarter ended 31st March, 2020.

The Board may take on record the Internal Audit Report for the quarter ended on 31st March, 2020.

Agenda Item No.17

Re-appointment of Internal Auditor of the company for the Financial Year 2020-21.

The section 138 of the Companies Act, 2013 says that every listed company shall be required to appoint an internal auditor who shall be a Chartered Accountant or Cost Accountant or such other Professional as decided by the board to conduct Internal Audit of the Company. The Board may consider and appoint an internal auditor of the company for the Financial Year 2020-21.

Agenda Item No.18

To Consider and approve the Audited financial result along with audited report for the quarter and year ended on 31st March, 2020.

The Chief Financial Officer will place the Financial Statement (as per the Ind AS format) for the financial year ended 31st March, 2020, after the approval of the members of the Audit committee. The Board may consider the same and approve the following resolution:

“RESOVED THAT pursuant to the provision 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 Statement for the Financial year ended on 31st March, 2020 as placed before the Board be and is hereby approved.”

“RESOVED 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. Bikash Kumar Sahoo, Chief Financial Officer and Ms. Manisha Satapathy, Company Secretary and Compliance Officer of the Company.”

“RESOVED FURTHER THAT the financial statement for the financial year ended on 31st March, 2020 be and is hereby approved for the purpose of filing with the Stock Exchange and its publication in the Newspaper as per the terms of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.”

“RESOVED FURTHER THAT Ms. Manisha Satapathy, Company Secretary and Compliance Officer of the Company be and is hereby authorized to arrange for its action in the Newspaper and to do all the other statutory compliances.”

Agenda Item No. 19

To declare unmodified/modified opinion on annual audited financial results for the quarter and year ended on 31st March, 2020.

Pursuant to Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the board may declare unmodified/modified opinion on annual audited financial results for the year ended on 31st March, 2020.

Agenda Item No.20

To evaluate the performance of Independent Director.

The Non independent director will evaluate the performance of the Independent Director as per Regulation 17 of SEBI (Listing Obligations Disclosure Requirement) 2015.

Agenda Item No.20

Any other items with the permission of the Chairman.

MINUTES OF THE 193RD MEETING OF BOARD OF DIRECTORS OF SURYO FOODS AND INDUSTRIES LIMITED HELD ON TUESDAY THE 11TH FEBRUARY, 2020 AT 11:00 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
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	Chief Financial Officer

In Attendance:

Ms. Manisha Satapathy	Company Secretary and Compliance Officer
-----------------------	--

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 192nd Board Meeting held on Tuesday, 12th November, 2019:

The minutes of the 192nd meeting of the board of directors held on 12th November, 2019 which were earlier circulated were taken note by the board.

Item No. 3. Action taken Report on the decision of the 192nd Board Meeting held on 12th November, 2019:

The board of directors of the company took note on the action taken on the decision of the 192nd Board meeting held on 12th November, 2019.

Item No. 4. To take note on the minutes of the (3/2019-20) Meeting of the Audit Committee held on 12th November, 2019:

The minutes of the (3/2019-20) meeting of the Audit committee held on 12th November 2019 were read, confirmed and duly signed by the chairman.

Item No. 5. To take note on the minutes of the (3/2019-20) Meeting of the Stakeholders Relationship Committee meeting held on 12th November, 2019:

The minutes of the (3/2019-20) meeting of the Stakeholders Relationship Committee held on 12th November, 2019 were read, confirmed and duly signed by the Chairman.

Item No. 6. To take note on the minutes of the (3/2019-20) Meeting of the Nomination and Remuneration Committee meeting held on 12th November, 2019:

The minutes of the (3/2019-20) meeting of the Nomination and Remuneration committee held on 12th November, 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 03rd Quarter ended 31st December, 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 received one complaint and redressed the same 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 3rd Quarter ended on 31st December, 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 31st December, 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 3rd Quarter ended 31st December, 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 3rd Quarter ended 31st December, 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 Company Secretary of the Company placed the Reconciliation of Share Capital Audit Report for the quarter ended 31st December, 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 take records the Internal Audit Report from the Internal Auditor of the Company for the Quarter ended 31st December, 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 31st December, 2019 before the Board. The Board Considered the same and taken into record.

Item No. 12. To Consider & approve the Quarterly unaudited financial results for the Quarter ended 31st December, 2019.

The Accounts Manager placed the Quarterly unaudited financial results for the 3rd quarter ended 31st December, 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 31st 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 result for the quarter ended on 31st 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) Regulation, 2015.

RESOLVED FURTHER THAT 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.

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. 13. 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 ended 31st December, 2019 before the Board. The Board Considered the same and taken into record.”

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

- a. **To change the authorized Signatory for operating the Current Account bearing No. 015911100000317 with Andhra Bank Limited, Gopalpur on Sea, Gopalpur, ganjam-761002:**

RESOLVED THAT in supersession of all previous resolutions passed by the Board of Directors in their meeting in respect of the Current Account bearing No. 015911100000317 of Company maintained with the Andhra Bank Limited, Gopalpur on Sea, Gopalpur, Mr. Amarendra Dash Managing Director of the Company be and is hereby authorized to operate the above said bank account and to be the authorized signatory of the said bank account.

RESOLVED FURTHER THAT the aforesaid bank be and is hereby instructed to honour all cheques, Promissory Notes and other orders drawn by and all bills accepted on behalf of the company whether account be in credit or overdrawn and to accept and credit to the account of the Company all money deposited with or owing by the Bank in the name of the name of the Company and the amount of all cheques, they are endorsed/signed as above on behalf of the Company and such signature(s) shall be sufficient authority to bind the company in all transactions between them and the Company including those specifically referred to herein.

RESOLVED FURTHER THAT the resolution be communicated to the Bank and shall remain in force until further notice in writing of withdrawal or cancellation in the process of operation of the account to the Bank, by the Company.

Vote of Thanks:

As there was no other business to be transacted, the meeting came to an end at 01:15 P.M. with vote of thanks to the Chair.

Place: Bhubaneswar

Date: 04.03.2020

CHAIRMAN