

# **SURYO FOODS & INDUSTRIES LIMITED**

## **NOTICE AND AGENDA**

**OF**

**196<sup>TH</sup> MEETING OF THE BOARD OF DIRECTORS**

**TO BE HELD ON**

**TUESDAY, 10<sup>TH</sup> NOVEMBER, 2020 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

Date: 02.11.2020

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

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

To  
Mr. Ajay Kumar Dash  
Non Executive Director  
Paradeep Garh,  
Dist: Jagatsinghpur, Paradeep,  
Odisha-754141.

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

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

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

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

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

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

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

To  
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 **196<sup>th</sup>** meeting of the Board of Directors of the Company to be held on **Tuesday, on 10<sup>th</sup> November, 2020** 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 13<sup>th</sup> August, 2020 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 196<sup>TH</sup> MEETING OF THE BOARD**

<b>Sl No.</b>	<b>Items</b>	<b>Page No.</b>
<b>1</b>	To grant leave of absence to the Director.	5-5
<b>2</b>	Confirmation of the minutes of the 195 <sup>th</sup> Board Meeting held on 13 <sup>th</sup> August, 2020.	5-5
<b>3</b>	Action taken Report on the decision of the 195 <sup>th</sup> Board Meeting held on 13 <sup>th</sup> August, 2020.	6-11
<b>4</b>	To take note on the minutes of the (2/2020-21) Audit Committee meeting held on 13 <sup>th</sup> August, 2020.	12-12
<b>5</b>	To take note on the minutes of the (1/2020-21) Nomination and Remuneration Committee meeting held on 13 <sup>th</sup> August, 2020.	12-12
<b>6</b>	To take note on the 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, 2020.	12-12
<b>7</b>	To take note on Quarterly Compliance Report on Corporate Governance for the 02 <sup>nd</sup> Quarter ended 30 <sup>th</sup> September, 2020.	13-13
<b>8</b>	To take note on the Shareholding Pattern as per Regulation 31 of SEBI (LODR) Regulations, 2015 for the 2 <sup>nd</sup> Quarter ended 30 <sup>th</sup> September, 2020.	13-13
<b>9</b>	To take note on the Reconciliation of Share Capital Audit Report issued by Practicing Company Secretary U/R 76 of SEBI (Depositories and Participants) Regulations, 1996 for the quarter ended 30 <sup>th</sup> September, 2020.	13-13
<b>10</b>	To take notes on the 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, 2020.	14-14
<b>11</b>	To take notes on the 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, 2020.	14-14
<b>12</b>	To take notes on the Confirmation Certificate in the matter of Regulation 74(5) of SEBI (Depositories and Participants) Regulations,	14-14

	2018 for the quarter ended 30 <sup>th</sup> September, 2020.	
<b>13</b>	To take records the Internal Audit Report from the Internal Auditor of the Company for the Quarter ended 30 <sup>th</sup> September, 2020.	15-15
<b>14</b>	To Consider & approve the Quarterly unaudited financial results for the Quarter and half year ended 30 <sup>th</sup> September, 2020.	15-15
<b>15</b>	To take records the Limited Review Report from the Statutory Auditor of the Company.	15-15
<b>16</b>	Any other item with the permission of the Chairman.	15-15

**MEMORANDUM TO BE PLACED BEFORE THE BOARD OF DIRECTORS IN THEIR 196<sup>th</sup> MEETING SCHEDULED TO BE HELD ON TUESDAY, 10.11.2020 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 196<sup>th</sup> MEETING SCHEDULED TO BE HELD ON TUESDAY, 10.11.2020 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY.**

**Agenda Item No.2**

**Sub: Confirmation of the minutes of the 195<sup>th</sup> Board Meeting held on Thursday, 13<sup>th</sup> August, 2020.**

Minutes of the 195<sup>st</sup> Board Meeting Held on Thursday, 13<sup>th</sup> August, 2020 is enclosed in *Annexure-1* after the agenda items for kind confirmation.

**MEMORANDUM TO BE PLACED BEFORE THE BOARD OF DIRECTORS IN THEIR 196<sup>th</sup> MEETING SCHEDULED TO BE HELD ON TUESDAY, 10.11.2020 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 195<sup>st</sup> Board Meeting held on 13<sup>th</sup> August, 2020.**

<b>Items</b>	<b>Decision</b>	<b>Compliance Status</b>
<p><b><u>Item No. 9. To Approve the Report of Board of Directors for the Financial Year 2019-20.</u></b></p>	<p><b>“RESOLVED THAT</b> the draft report of the Board of Directors of the Company for the year ended 31<sup>st</sup> March, 2020 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><b>“RESOLVED FURTHER THAT</b> Mr. Amarendra Dash, Chairman &amp; 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><b><u>Item No. 10. To recommend to the Shareholders for the Re-Appointment of Mrs. Annapurna Dash (DIN: 00586755) as a Director liable to retire by Rotation.</u></b></p>	<p><b>“RESOLVED THAT</b> 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 Mrs. Annapurna Dash (DIN: 00586755) as a Non-Executive Director to the extent that he is required to retire by rotation.”</p>	<p>APPROVED- On AGM dated 29/09/2020</p>

<p><b><u>Item No. 11. To fix the date, time and place of the ensuing 30<sup>th</sup> Annual General Meeting of the Company and approve the notice for the said meeting.</u></b></p>	<p><b>RESOLVED THAT</b> the 31<sup>st</sup> Annual General Meeting of the Company will be held on Tuesday, 29<sup>th</sup> September, 2020 at 11.00 A.M at the registered office of the Company. Ms. Manisha Satapathy, Company Secretary &amp; Compliance Officer of the Company be and is here by authorized to issue notice to the shareholders of the company for the forthcoming 31<sup>st</sup> Annual General Meeting and to do all such acts which are necessary for Convening the 31<sup>st</sup> Annual General Meeting.</p>	<p>APPROVED- and AGM conducted on 29/09/2020</p>
<p><b><u>Item No. 14. Appointment of Scrutinizer for the e-Voting Services.</u></b></p>	<p><b>RESOLVED THAT</b> 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 &amp; 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 31<sup>st</sup> Annual General Meeting with professional fees of Rs. 25,000/- (Twenty Five Thousand Only) excluding applicable taxes.</p> <p><b>RESOLED FURTHER THAT</b> 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><b><u>Item No.15. To consider and approve the Quarterly unaudited financial result for the quarter ended 30<sup>th</sup> June, 2020.</u></b></p>	<p><b>RESOLVED THAT</b> the un-audited financial result for the quarter ended on 30<sup>th</sup> June, 2020 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 ended on 30<sup>th</sup> June, 2020 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>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>APPROVED- and Submitted to BSE</p>
<p><b><u>Item No. 17. Re-appointment of Secretarial Auditor of the Company for the Financial Year 2020-21.</u></b></p>	<p><b>RESOLVED THAT</b> 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</p>	<p>APPROVED</p>



	<p>Remuneration of Managerial Personnel) Rules 2014 the consent of the Board be and is hereby accorded to re-appoint M/s. Saroj Ray &amp; Associates, Company Secretaries, Bhubaneswar for conducting the secretarial audit of the company for the financial year 2020-21 at a remuneration of Rs.40,000/- (Rupees Forty Thousand Only) plus applicable taxes.</p> <p><b>RESOLVED FURTHER THAT</b> 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><b>RESOLED FURTHER THAT</b> Mr. Amarendra Dash, Chairman cum Managing Director of the Company be and is hereby authorized to issue the appointment letter and the Company Secretary of the Company be and is hereby authorized to provide necessary assistance for conducting the aforesaid audit.</p>	
<p><b><u>Item No. 19. To re-appoint Mr. Amarendra Dash, as the Managing Director of the Company.</u></b></p>	<p><b>RESOLVED THAT</b> pursuant to provisions of Section 196 and 203 read with Schedule V and Rule 3 of the (Companies Appointment and Remuneration of Managerial Personnel) Rule 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory</p>	<p>Approved in the AGM held on 29.09.2020 and MGT-14 filled with ROC.</p>

	<p>modification or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the Company and subject to the approval of the Shareholders in the next Annual General Meeting Mr. Amarendra Dash, Chairman and Managing Director of the Company be and is hereby re-appointed as the Chairman and Managing Director of the Company for a period of Five(5) years with effect from 1<sup>st</sup> August, 2020 to 31<sup>st</sup> July, 2025.</p> <p><b>RESOLVED FURTHER THAT</b> in future depending upon the financial performance of the company the remuneration may be paid to the Chairman and Managing Partner.</p> <p><b>RESOLVED FURTHER THAT</b> Mr. Amarendra Dash, Chairman and Managing Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary in this regard including signing of the e-forms to be submitted with ROC.</p>	
--	--	--

<p><b><u>Item No. 20 Any other item with the permission of chairman.</u></b></p> <p><b>a. To Sell/lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company:</b></p>	<p><b>RESOLVED THAT</b> 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 &amp; 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><b>RESOLVED FURTHER THAT</b> 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 29.09.2020 and MGT-14 filed with ROC.</p>
---	--	--

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

**Sub: To take note on the minutes of the (2/2020-21) Audit Committee meeting held on 13<sup>th</sup> August, 2020.**

The Audit Committee meeting of the Board of Directors was held on 13<sup>th</sup> August, 2020 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 1/2020-21) Nomination and Remuneration Committee meeting held on 13<sup>th</sup> August, 2020.**

The Nomination and Remuneration Committee meeting of the Board of Directors was held on 13<sup>th</sup> August, 2020 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 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, 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 02<sup>nd</sup> quarter ended on 30<sup>th</sup> September, 2020 will be placed before the Board. The Board will consider and approve the same.

#### **Agenda Item No.7**

**Sub: To take the note on Quarterly Compliance Report on Corporate Governance for the 02<sup>nd</sup> Quarter ended 30<sup>th</sup> September, 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 02<sup>nd</sup> quarter ended on 30<sup>th</sup> September, 2020 will be placed before the Board. The Board will consider and approve the same.

### **Agenda Item No.8**

**Sub: To take note on Shareholding Pattern as per Regulation 31 of SEBI (LODR) Regulations, 2015 for the 02<sup>nd</sup> Quarter ended 30<sup>th</sup> September, 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 02<sup>nd</sup> quarter ended on 30<sup>th</sup> September, 2020 will be placed before the Board. The Board will consider and approve the same.

### **Agenda Item No.9**

**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 02<sup>nd</sup> quarter ended on 30<sup>th</sup> September, 2020 will be placed before the Board. The Board may consider and approve the same.

### **Agenda Item No.10**

**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 30<sup>th</sup> September, 2020.**

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 30<sup>th</sup> September, 2020 shall be approved by the board of directors.

The half yearly compliance report of the Company for the 02<sup>nd</sup> quarter ended on 30<sup>th</sup> September, 2020 will be placed before the Board. The Board will consider and approve the same.

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

**Sub: 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 30<sup>th</sup> September, 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 01<sup>st</sup> April, 2020 to 30<sup>th</sup> September, 2020 during half year ended on 30<sup>th</sup> October, 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 30<sup>th</sup> September, 2020 will be placed before the Board. The Board will consider and approve the same.

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

**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 30<sup>th</sup> September, 2020:**

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, 2020 submitted shall be approved by the board of directors.

The Confirmation Certificate received from the RTA for the quarter ended 30<sup>th</sup> September, 2020 will be placed before the board and the board will consider and approve the same.

### **Agenda Item No.13**

**Sub: To take records the Internal Audit Report from the Internal Auditor of the Company for the Quarter ended 30<sup>th</sup> September, 2020.**

The Board may take records the Internal Audit Report from the Internal Auditor of the Company for the Quarter ended 30<sup>th</sup> September, 2020.

#### **Agenda Item No.14**

**Sub: To Consider & approve the Quarterly unaudited financial results for the Quarter and half year ended 30<sup>th</sup> September, 2020.**

The Quarterly unaudited financial results for the quarter and half year ended 30<sup>th</sup> September, 2020, will be placed before the board. 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 30<sup>th</sup> September, 2020 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, 2020 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.

**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.

#### **Agenda Item No.15**

**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 30<sup>th</sup> September, 2020 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.16**

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

**MINUTES OF THE 195<sup>TH</sup> MEETING OF BOARD OF DIRECTORS OF SURYO FOODS AND INDUSTRIES LIMITED HELD ON THURSDAY THE 13<sup>TH</sup> AUGUST, 2020 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. Bikash Kumar Sahoo	Chief Financial Officer

**In Attendance:**

Ms. Manisha Satapathy Company Secretary & 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:**

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 194<sup>th</sup> meeting of the board of directors held on 29<sup>th</sup> June, 2020:**

The minutes of the 194<sup>th</sup> meeting of the board of directors held on 29<sup>th</sup> June, 2020 which were earlier circulated were taken note by the board.



**Item No. 3. Action taken Report on the decision of the 194<sup>th</sup> Board Meeting held on 29<sup>th</sup> June, 2020:**

The board of directors of the company took note on the action taken on the decision of the 194<sup>th</sup> Board meeting held on 29<sup>th</sup> June, 2020.

**Item No. 4. To take note on the minutes of the (1/2020-21) Meeting of the Audit Committee held on 29<sup>th</sup> June, 2020:**

The minutes of the (1/2020-21) meeting of the Audit committee held on 29<sup>th</sup> June, 2020 were read, confirmed and duly signed by the chairman.

**Item No. 5. To take note on Quarterly Statement of Investor Complaints as per Regulation 13(3) of SEBI (LODR) Regulations, 2015 for the 1<sup>st</sup> Quarter ended on 30<sup>th</sup> June, 2020:**

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 not got any complaints during the quarter. The board considered and took note of the same.

**Item No. 6. To take the note on Quarterly Compliance Report on Corporate Governance for the 1<sup>st</sup> Quarter ended on 30<sup>th</sup> June, 2020:**

The Company Secretary and 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 30<sup>th</sup> June, 2020 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. 7. To take note on Shareholding Pattern as per Regulation 31 of SEBI (LODR) Regulations, 2015 for the 1<sup>st</sup> Quarter ended on 30<sup>th</sup> June, 2020:**

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 30<sup>th</sup> June, 2020 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. 8. 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 Compliance Officer of the Company placed the Reconciliation of Share Capital Audit Report for the quarter ended 30<sup>th</sup> June, 2020, 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, 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. 9. To Approve the Report of Board of Directors for the Financial Year 2019-20.**

The Report of the Board of Directors of the Company for the financial year 2019-20 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 31<sup>st</sup> March, 2020 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. 10. To recommend to the Shareholders for the Re-Appointment of Mrs. Annapurna Dash (DIN:00586755) 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, Mrs. Annapurna 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 Mrs. Annapurna Dash (DIN: 00586755) as a Non-Executive Director to the extent that he is required to retire by rotation.

**Item No. 11. To fix the date, time and place of the ensuing 30<sup>th</sup> Annual General Meeting of the Company and approve the notice for the said meeting.**

**RESOLVED THAT** the 31<sup>st</sup> Annual General Meeting of the Company will be held on Tuesday, 29<sup>th</sup> September, 2020 at 11.00 A.M at the registered office of the Company. Ms. Manisha Satapathy, Company Secretary & Compliance Officer of the Company be and is here by authorized to issue notice to the shareholders of the company for the forthcoming 31<sup>st</sup> Annual General Meeting and to do all such acts which are necessary for Convening the 31<sup>st</sup> Annual General Meeting.

**Item No. 12. Adoption of e-voting service facilities by the Company for the forthcoming 31<sup>st</sup> 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. 13. To consider and approve the date of Book Closure:**

The board of directors discussed on the Book Closure date and decided that for the 30<sup>th</sup> Annual General Meeting the Share Transfer Register shall remain closed from Wednesday 23<sup>rd</sup> September, 2020 to Tuesday 29<sup>th</sup> September, 2020 (Both Days Inclusive).

**Item No. 14. 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 31<sup>st</sup> 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. 15. To consider and approve the Quarterly unaudited financial result for the quarter ended 30<sup>th</sup> June, 2020.**

The Chief Financial Officer placed the Quarterly unaudited financial result for the quarter ended 30<sup>th</sup> June, 2020, 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 30<sup>th</sup> June, 2020 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 30<sup>th</sup> June, 2020 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. 16. 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 1<sup>st</sup> quarter ended 30<sup>th</sup> June, 2020 before the Board. The Board considered the same and taken into record.

**Item No. 17. Re-appointment of Secretarial Auditor of the Company for the Financial Year 2020-21.**

**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 2020-21 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 Company Secretary of the Company be and is hereby authorized to provide necessary assistance for conducting the aforesaid audit.

**Item No. 18. To take notes on the Report of the Internal Audit for the Quarter ended on 30<sup>th</sup> June, 2020.**

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 30<sup>th</sup> June, 2020 before the Board. The Board considered the same and taken into record.

**Item No. 19. To re-appoint Mr. Amarendra Dash, as the Managing Director of the Company.**

The chairman informed the board that the term of the appointment of Mr. Amarendra Dash as Managing Director of the company expires on 31<sup>st</sup> July, 2020, in order to continue his appointment as the Managing Director of the company the Board needs to approve and recommend to the shareholders for his re-appointment for a further period of 5 years w.e.f 1<sup>st</sup> August, 2020 to 31<sup>st</sup> July, 2025.

After due discussion the board has passed the following resolutions:

**RESOLVED THAT** pursuant to provisions of Section 196 and 203 read with Schedule V and Rule 3 of the (Companies Appointment and Remuneration of Managerial Personnel) Rule 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modification or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the Company and subject to the approval of the Shareholders in the next Annual General Meeting Mr. Amarendra Dash, Chairman and Managing Director of the Company be and is hereby re-appointed as the Chairman and Managing Director of the Company for a period of Five(5) years with effect from 1<sup>st</sup> August, 2020 to 31<sup>st</sup> July, 2025.

**RESOLVED FURTHER THAT** in future depending upon the financial performance of the company the remuneration may be paid to the Chairman and Managing Partner.

**RESOLVED FURTHER THAT** Mr. Amarendra Dash, Chairman and Managing Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary in this regard including signing of the e-forms to be submitted with ROC.

**20. Any other item with the permission of chairman:**

**b.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.

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.

**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 01:45 P.M. with vote of thanks to the Chair.

**Place: Bhubaneswar**  
**Date: 07.09.2020**

**CHAIRMAN**