

SURYO FOODS & INDUSTRIES LIMITED

NOTICE AND AGENDA

OF

197TH MEETING OF THE BOARD OF DIRECTORS

TO BE HELD ON

THURSDAY, 11TH FEBRUARY, 2021 AT 11:00 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, Bhubaneswar- 751003

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

website: www.suryofoods.com



SURYO FOODS & INDUSTRIES LIMITED

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

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

E-mail : suryofoods.industries@gmail.com

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

To	To	To	Date: 03.02.2021
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, BBSR,-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. 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	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 197th meeting of the Board of Directors of the company to be held on **Thursday, on 11th February, 2021 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 10th November, 2020 are enclosed herewith for your kind information and necessary action.

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

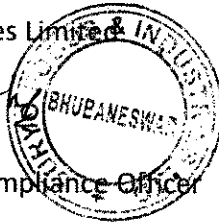
You are requested to please make it convenient to attend the meeting.

Thanking you,

Yours faithfully,

For Suryo Foods & Industries Limited

Manisha Satapathy
Manisha Satapathy
Company Secretary and Compliance Officer
Encl: As above | CC to: CFO



AGENDA FOR THE 197th MEETING OF THE BOARD

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MEMORANDUM TO BE PLACED BEFORE THE BOARD OF DIRECTORS IN THEIR 197th MEETING SCHEDULED TO BE HELD ON THURSDAY, 11.02.2021 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 197th MEETING SCHEDULED TO BE HELD ON THURSDAY, 11.02.2021 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY.

Agenda Item No.2

Sub: Confirmation of the minutes of the 196th Board Meeting held on Tuesday, 10th November, 2020.

Minutes of the 196th Board Meeting Held on Tuesday, 10th November, 2020 is enclosed in ***Annexure-1*** for kind confirmation.

MEMORANDUM TO BE PLACED BEFORE THE BOARD OF DIRECTORS IN THEIR 197th MEETING SCHEDULED TO BE HELD ON THURSDAY, 11.02.2021 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 196th Board Meeting held on 10th November, 2020.

Items	Decision	Compliance Status
<p><u>Item No. 14. To Consider & approve the Quarterly unaudited financial results for the Quarter and half year ended 30th September, 2020.</u></p>	<p>The Accounts Manager placed the Quarterly unaudited financial results for the quarter and six months ended 30th September, 2020 which was approved by the members of audit committee. The Board may consider the same and pass the following resolutions.</p> <p>RESOLVED THAT the un-audited financial result for the quarter ended on 30th 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.</p> <p>RESOLVED FURTHER THAT the un-audited financial result for the quarter and half year ended on 30th 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.</p>	<p>COMPLIED</p> <p>The Annual Financial Results has been sent to the BSE Ltd. and Published in both Orissa Post (English Daily) & Dinalipi (Odia Daily) News Paper.</p> <p>The same Resolution in Form MGT-14 has been filled with ROC.</p>

	<p>RESOLVED FURTHER THAT 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>RESOLVED FURTHER THAT Mr. Amarendra Dash, Managing Director of the company be and is hereby authorized to file necessary e-forms with the concerned ROC for their record</p>	
<p><u>Item No. 16. Any other item with the permission of the Chairman:</u></p> <p><u>a. To repay all the outstanding dues on priority basis:</u></p>	<p>The chairman placed before the board the details of payables to other companies which are as follows;</p> <p>a. Rs. 2,90,55,638/- is payable to Ram's Assorted Cold Storage Limited.</p> <p>b. Rs. 2,33,42,677/- is payable to Suryo Media Private Limited.</p> <p>c. of Rs. 1,35,04,050/- is payable to Suryo Udyog Limited.</p>	<p>Approved</p>

Agenda Item No.4

Sub: To take note on the minutes of the (03/2020-21) Audit Committee meeting held on 10th November, 2020.

The Audit Committee meeting was held on 10th November, 2020 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 (03/2020-21) Stakeholders Relationship Committee meeting held on 10th November, 2020.

The Stakeholder Relationship Committee meeting was held on 10th November, 2020 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 Quarterly Statement of Investor Complaints as per Regulation 13(3) of SEBI(LODR) Regulations,2015 for the 03rd Quarter ended 31st December, 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 03rd quarter ended on 31st December, 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 03rd Quarter ended 31st December, 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 03rd quarter ended on 31st December, 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 03rd Quarter ended 31st December,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 03rd quarter ended on 31st December, 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 3rd quarter ended on 31st December, 2020 will be placed before the Board. The Board may consider and approve the same.

Agenda Item No.10

Sub. To take records the Internal Audit Report from the Internal Auditor of the Company for the Quarter ended 31st December, 2020.

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 31st December, 2020 before the Board. The Board Considered the same and taken into record.

Agenda Item No.11

Sub. To Consider & approve the Quarterly unaudited financial results for the Quarter ended 31st December, 2020.

The Chief Financial Officer placed the Quarterly unaudited financial results for the quarter and Nine months ended 31st December, 2020 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, 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 results for the quarter and nine months ended on 31st December, 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) 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.12

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 31st December, 2020 before the Board. The Board Considered the same and taken into record.”

Agenda Item No.13

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

MINUTES OF THE 196TH MEETING OF BOARD OF DIRECTORS OF SURYO FOODS AND INDUSTRIES LIMITED HELD ON TUESDAY THE 10TH NOVEMBER, 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
Mrs. Annapurna Dash	Director
Mr. Ajaya Kumar 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	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:

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 195th Board Meeting held on Thursday, 13th August, 2020:

The minutes of the 195th meeting of the board of directors held on 13th August, 2020 which were earlier circulated were taken note by the board.

Item No. 3. Action taken Report on the decision of the 195th Board Meeting held on 13th August, 2020:

The board of directors of the company took note on the action taken on the decision of the 195th Board meeting held on 13th August, 2020.

Item No. 4. To take note on the minutes of the (2/2020-21) Meeting of the Audit Committee held on 13th August, 2020:

The minutes of the (2/2020-21) meeting of the Audit committee held on 13th August, 2020 were read, confirmed and duly signed by the chairman.

Item No. 5. To take note on the minutes of the (1/2020-21) Meeting of the Nomination and Remuneration Committee meeting held on 13th August, 2020:

The minutes of the (1/2020-21) meeting of the Nomination and Remuneration committee held on 13th August, 2020 were read, confirmed and duly signed by the chairman.

Item No. 6. To take note on Quarterly Statement of Investor Complaints as per Regulation 13(3) of SEBI (LODR) Regulations, 2015 for the 02nd Quarter ended 30th September, 2020:

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. 7. To take the note on Quarterly Compliance Report on Corporate Governance for the 2nd Quarter ended on 30th September, 2020:

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 30th September, 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 Shareholding Pattern as per Regulation 31 of SEBI (LODR) Regulations, 2015 for the 2nd Quarter ended 30th September, 2020:

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 30th September, 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. 9. 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 30th September, 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, 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. 10. To take the notes on half yearly Compliance Report on physical and electronic share transfer facility has been maintained by RTA as per Regulation 7(3) of SEBI(LODR) Regulations,2015 for the half year ended 30th September, 2020:

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 30th September, 2020, 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. 11. To take the notes on half yearly Compliance Report issued by Practicing Company Secretary under Regulation 40 of SEBI (LODR) Regulations, 2015 for the half year ended 30th September, 2020:

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 1st April, 2020 to 30th September, 2020 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 no request for transmission of shares was received and '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. 12. To take notes on the Confirmation Certificate in the matter of Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended 30th September, 2020:

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 30th September, 2020. The Board considered, noted the same and taken the report into the record.

Item No. 13. To take records the Internal Audit Report from the Internal Auditor of the Company for the Quarter ended 30th September, 2020:

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 30th September, 2020 before the Board. The Board Considered the same and taken into record.

Item No. 14. To Consider & approve the Quarterly unaudited financial results for the Quarter and half year ended 30th September, 2020.

The Accounts Manager placed the Quarterly unaudited financial results for the quarter and six months ended 30th September, 2020 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 30th 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 30th 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 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. 15. 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 30th September, 2020 before the Board. The Board Considered the same and taken into record.”

Item No. 16. Any other item with the permission of the Chairman:

b. To repay all the outstanding dues on priority basis:

The chairman placed before the board the details of payables to other companies which are as follows;

- d. Rs. 2,90,55,638/- is payable to Ram’s Assorted Cold Storage Limited.
- e. Rs. 2,33,42,677/- is payable to Suryo Media Private Limited.
- f. of Rs. 1,35,04,050/- is payable to Suryo Udyog Limited.

The chairman also informed that the above mentioned lending companies are pressing hard for the repayment of their loans.

After Discussion the Board passed the following resolutions:

RESOLVED THAT the approval of the board be and is hereby accorded to make repayment of the following dues on priority basis.

- d. Rs. 2,90,55,638/- is payable to Ram’s Assorted Cold Storage Limited.
- e. Rs. 2,33,42,677/- is payable to Suryo Media Private Limited.
- f. of Rs. 1,35,04,050/- is payable to Suryo Udyog Limited.

RESOLVED FURTHER THAT Mr. Amarendra Dash, Managing Director of the company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution.

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: 25.11.2020

CHAIRMAN