

NOTICE

Notice hereby given that the **34thAnnual General Meeting** of the company will be held on **Monday, 25th September 2023 at 11:30 A.M.** at the registered office of the company situated at Dinalipi Bhawan, A-54/1 & A-55/1, Nayapalli, Baramunda, Bhubaneswar-751003, Odisha., to transact the following business:

ORDINARY BUSINESS:

Item No.1- Adoption of Financial Statements:

To consider and adopt the audited financial statement of the Company for the financial year ended 31st March 2023 including statement of Profit and Loss and Cash flow Statement along with notes on Accounts for the year ended 31st March 2023 along with the reports of the Auditors and Board of Directors thereon.

Item No. 2- Re-appointment of Mr. Ajay Kumar Dash (DIN: 00613681) director liable to retire by rotation:

To re-appoint Mr. Ajay Kumar Dash (DIN:00613681) as the Director of the Company, who retires by rotation and is eligible and offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3. To Re-appoint Mr. Ramakant Rath (DIN: 01277251) as an independent director of the Company for another term of five year:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ramakant Rath (DIN: 01277251), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 1st April, 2024 to 31st March, 2029 and the term shall not be subject to retirement by rotation.”

Item No. 4. To Re-appoint Mr. Bata Krishna Tripathy (DIN: 01752812), as an independent director of the Company for another term of five year:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bata Krishna Tripathy (DIN: 01752812), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 1st April, 2024 to 31st March, 2029 and the term shall not be subject to retirement by rotation.”

Item No. 5. To Re-appoint Mr. Rajendra Nath Mishra, (DIN: 01277767) as an independent director of the Company for another term of five year:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajendra Nath Mishra (DIN: 01277767), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of five consecutive years with effect from 9th August, 2024 to 8th August, 2029 and the term shall not be subject to retirement by rotation.”

**By Order of the Board
For: Suryo Foods & Industries Limited**

Date: 14.08.2023
Place: Bhubaneswar

**Sd/-
Manisha Satapathy
Company Secretary and Compliance Officer**

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NOTES:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy so appointed need not be a member of the Company.**
 2. The instrument appointing a proxy, duly completed, should be received **not less than 48 hours** before the commencement of the meeting at the registered office of the Company in order to make the proxies effective. A person appointed as proxy shall act on behalf of not more than fifty members and hold in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
 3. The route map showing directions to reach the venue of the Annual General Meeting is annexed.
 4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
 5. In case of joint holders attending the meeting, only such joint holder, who is higher in order of names, will be entitled to vote.
 6. Members can inspect proxies lodged with the Company during the period from 24 hours before the meeting to the conclusion of the meeting by giving notice, in writing, at least three days in advance.
 7. Members/proxies/authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
 8. The register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
 9. The business set out in the Notice will be transacted through an electronic voting system and the Company is providing a facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 16.
 10. The Register of Members and Share Transfer Books of the Company will remain closed from September 19, 2023, to September 25, 2023. (Both days inclusive)
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11. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Transfer of shares in demat form will facilitate convenience and ensure safety of transactions for investors.

Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form to eliminate the risk of associated with physical shares. The Members who are desirous to convert their physical holdings into dematerialized form, may contact Depository Participant of their choice in this regard. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s)/ Nominee(s).

12. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. In respect of shares held in demat form, the nomination form may be filed with the respective DP.

13. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, email ID, etc. to their Depository Participant only and not to the Company's Registrars and Share Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrars and Share Transfer Agents to provide efficient and better service to the Members. However, the members who hold shares in physical form may write to the RTA, Niche Technologies Private Limited at 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata – 700 017, Tel.:033 2280 6617/18, Email: nichetechpl@nichetechpl.com.

14. To support the 'Green Initiative' and for receiving all communication (including Notice and Annual Report) from the Company electronically, the Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the RTA in case the shares are held by them in physical form.

15. The Notice of the AGM along with the Annual Report is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories unless any member has requested a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The Notice of the AGM along with the Annual Report will also be available on the Company's website: www.suryofoods.com.

16. Instructions and other information relating to remote e-voting are as under:
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- I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide to its members' facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
 - II. The facility for voting through a ballot paper system shall also be made available at the venue of the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through the above voting system.
 - III. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
 - IV. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Agency to provide an e-voting facility.
 - V. The Board of Directors has appointed M/s. Saroj Roy & Associates, Company Secretaries (Bhubaneswar) as the Scrutinizer to scrutinize the remote e-voting and voting through ballot paper at the meeting in a fair and transparent manner. The Scrutinizer will submit, not later than 2 days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company or a person authorized by him in writing, which shall countersign the same and declare the result of the voting forthwith.
 - VI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <www.suryofoods.com>, and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. <Bombay Stock Exchange where shares are Listed.
 - VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as of the cut-off date i.e. September 18, 2023, only shall be entitled to avail of the facility of remote e-voting or voting by ballot paper at the meeting.
 - VIII. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as of the cut-off date of 18th September 2023.
 - IX. The shareholders shall have one vote per equity share held by them as of the cut-off date of 18th September 2023. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
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- X. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September 2023 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- XI. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 11th August 2023 are requested to send the written/ email communication to the Company at <suryofoods.industries@gmail.com> by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- XII. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter, etc. together with an attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, through e-mail at <sraconsultants@gmail.com> with a copy marked to helpdesk.evoting@cdslindia.com on or before 24th September 2023 up to 5.00 pm without which the vote shall not be treated as valid.
- XIII. The process and manner for remote e-voting are as under:
- i. The remote e-voting period will commence on 22nd September 2023 (10.00 am) and will be ended on 24th September 2023 (05.00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as of the cut-off date of 18th September, 2023 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - ii. **LOGIN METHOD FOR E-VOTING:**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Dematerialized mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on the e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Dematerialized mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access the e-Voting facility.

Pursuant to the abovesaid SEBI Circular, the login method for e-Voting **for Individual shareholders holding securities in Dematerialized mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Dematerialized mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLoginThe system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click the on company name or e-Voting service provider name and you will be re-directed to the e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or

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	<p>click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of the e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP, and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on the company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll-free no.: 1800 1020 990 and 1800 22 44 30

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Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
 - (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is
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strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (v) Click on the EVSN for Suryo Foods and Industries Limited on which you choose to vote.
 - (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option YES or NO as desired. Option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to the scrutinizer for verification.
 - (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
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- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with the attested specimen signature of the duly authorized signatory is are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sraconsultants@gmail.com and suryofoods.industries@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to suryofoods.industries@gmail.com/nichetechpl@nichetechpl.com.
2. For Demat shareholders, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25thFloor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no.1800 22 55 33.

Explanatory Statement:

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3, 4 & 5 of the accompanying notice.

Item No. 3 - To Re-appoint Mr. Ramakant Rath as an independent director of the Company for another term of Five Years.:

Mr. Ramakant Rath (DIN: 01277251) aged about 89 years retired IAS Officer was appointed as Non-Executive Independent Director of the Company April 01, 2019 and his term is expiring on March 31, 2024 and the Board, on recommendation by Nomination and Remuneration Committee here by proposes his appointment for another term of Five years w.e.f. 01st April, 2024 to 31st March, 2029 and the term is not liable for retire by rotation. He is also serving as a member in the Audit Committee and Nomination and Remuneration Committee. He has lot of experience in administration and also hold key position in various Government Departments during his service Career.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Ramakant Rath, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director of the Company for another term of five consecutive years from 1st April, 2019 upto 31st March, 2029.

In the opinion of the Board, Mr. Ramakant Rath fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ramakant Rath as an Independent Director.

Accordingly, the Board recommends Special Resolution in relation to eligibility and reappointment of Mr. Ramakant Rath as an Independent Director for another term of five consecutive years with effect from 1st April, 2024 to 31st March, 2029, for the approval by the shareholders of the Company.

Except Mr. Ramakant Rath, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM.

Mr. Ramakant Rath, is not related to any Director of the Company.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

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Item No. 4- To Re-appoint Mr. Bata Krishna Tripathy as an independent director of the Company for another term of Five Years.:

Mr. Bata Krishna Tripathy (DIN: 01752812) aged about 82 years Retired IPS Officer was appointed as Non-Executive Independent Director of the Company on April 1, 2019 and his term is expiring on March 31, 2024 and the Board, on recommendation by Nomination and Remuneration Committee hereby proposes his appointment for another term of Five years w.e.f. 01st April, 2024 to 31st March, 2029 and the term is not liable for retire by rotation. He is also Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Bata Krishna Tripathy, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 1st April, 2024 up to 31st March 2029.

In the opinion of the Board, Mr. Bata Krishna Tripathy fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Bata Krishna Tripathy as an Independent Director.

Accordingly, the Board recommends Special Resolution in relation to eligibility and reappointment of Mr. Bata Krishna Tripathy as an Independent Director for another term of five consecutive years with effect from 1st April, 2024 to 31st March, 2029, for the approval by the shareholders of the Company.

Except Mr. Bata Krishna Tripathy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM.

Mr. Bata Krishna Tripathy, is not related to any Director of the Company.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item No. 5- To Re-appoint Mr. Rajendra Nath Mishra as an independent director of the Company for another term of Five Years.:

Mr. Rajendra Nath Mishra (DIN: 01277767) aged about 71 years retired electrical engineer was appointed as Non-Executive Independent Director of the Company on August 09, 2019 and his

SURYO FOODS & INDUSTRIES LIMITED

term is expiring on August 08, 2024 and the Board, on recommendation by Nomination and Remuneration Committee hereby proposes his appointment for another term of Five years w.e.f. 09th August, 2024 to 08th August, 2029 and the term is not liable for retirement by rotation. He is also serving as a member in the Audit Committee and Stakeholders Relationship Committee.

He has lot of experience in administration and also hold key position in various Government Departments during his service Career. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Rajendra Nath Mishra, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 09th August, 2024 to 08th August, 2029.

In the opinion of the Board, Mr. Rajendra Nath Mishra fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rajendra Nath Mishra as an Independent Director.

Accordingly, the Board recommends Special Resolution in relation to eligibility and reappointment of Mr. Rajendra Nath Mishra as an Independent Director for another term of five consecutive years with effect from 09th August, 2024 to 08th August, 2029, for the approval by the shareholders of the Company.

Except Mr. Rajendra Nath Mishra, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM.

Mr. Rajendra Nath Mishra, is not related to any Director of the Company.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial [Standard on General Meetings (SS-2) of ICSI.

SURYO FOODS & INDUSTRIES LIMITED

(ANNEXURE TO THE NOTICE FOR THE 34TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON MONDAY, 25TH SEPTEMBER, 2023 AT 11:30 A.M. AT DINALIPI BHAWAN A-54/1 & A-55/1, NAYAPALLI, BHUBANESWAR, ODISHA- 751003).

Name & Registered Address of Sole/First named Member :
Joint Holders Name (If any) :
Folio No. / DP ID & Client ID :
No. of Equity Shares Held :
Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities & Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the 34th Annual General Meeting (AGM) to be held on Monday, 25th September, 2023 at 11:30 A.M. at the Registered Office of the Company at: Dinalipi Bhawan, A-54/1 & A-55/1, Nayapalli, Bhubaneswar, Odisha-751003.

The Ministry of Corporate Affairs (“MCA”) started “Green Initiative in Corporate Governance”, which provides for paperless compliances by companies through electronic mode. In the spirit of this initiative the Notice is being sent through e-mail to the members who have registered their e-mail-IDs. This facility is being provided through CDSL e-voting platform. Please read the instructions given in the Notice for voting through the e-voting platform.

Please click on the following link to view Notice along with Attendance Slip cum Proxy Form for the 34th Annual General Meeting of the Company scheduled to be held on 25th September, 2023.

Notice of 34th AGM-SURYO FOODS & INDUSTRIES LIMITED

Please also click on the following link to view Annual Report of the Company for the Financial Year Ended 31st March, 2023.

www.suryofoods.com

[Annual Report for the F.Y. 2022-23 - SURYO FOODS & INDUSTRIES LIMITED](#)

Notice and Annual Report shall also be available on the website of the Company i.e. www.suryofoods.com and the physical copies may be procured from the Company's Registered Office at Dinalipi Bhawan, A-54/1 & A-55/1, Nayapalli, Bhubaneswar, Odisha-751003.

The Electronic Voting Particulars are set out below:

EVSN(E-Voting Sequence Number)	User ID	PAN / Sequence No.
230824016		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
Friday, 22nd September 2023 from 10:00 a.m. (IST)	Sunday, 24th September 2023 till 05:00 p.m. (IST)

Members, who have been sent this Notice and Annual Report electronically and want to avail the Annual report physically, may send a request to the Company (**SURYO FOODS & INDUSTRIES LIMITED**) at suryofoods.industries@gmail.com for obtaining the physical copies of ‘AGM Notice’ and/or “Annual Report”.

In case of any queries or issues regarding e-voting, manual is available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact CDSL e-voting helpdesk at 18002005533.

Looking forward to your participating in the process.

By Order of the Board
Suryo Foods & Industries Limited

Date: 14.08.2023
Place: Bhubaneswar

Sd/-
Manisha Satapathy
Company Secretary and Compliance Officer

Encl: AGM Notice/Attendance Slip/Proxy Form.

SURYO FOODS & INDUSTRIES LIMITED

ATTENDANCE SLIP

SURYO FOODS & INDUSTRIES LIMITED

CIN: Lo5004OR1989PLCo0226

Regd. Office: Dinalipi Bhawan, A-54/1& A-55/1, Nayapalli, Bhubaneswar, Odisha-751003

34thAnnual General Meeting-September 25, 2023

Telephone: (0674) 2563832, 2564773

Registered Folio/DP ID and Client ID

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Number of shares held

--	--	--	--	--	--	--	--	--	--

I certify that I am a Member/Proxy/authorized representative for the member of the company. I hereby record my presence at the 34thAnnual General Meeting at the Dinalipi Bhawan, A-54/1&A-55/1, Nayapalli, Bhubaneswar, Odisha-751003 on Monday,25th September2023at 11:30 A.M.

Signature of Member / Proxy

(Name)

NOTE:

Please sign this attendance slip and hand it over at the verification counter of the Meeting Hall.

*Applicable for investors holding shares in electronic form.



SURYO FOODS & INDUSTRIES LIMITED

PROXY FORM- MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

SURYO FOODS & INDUSTRIES LIMITED

CIN: L05004OR1989PLC002264

Regd. Office: Dinalipi Bhawan, A-54/1& A-55/1, Nayapalli, Bhubaneswar, Odisha-751003

Telephone: (0674) 2563832, 2564773

34th Annual General Meeting-September 25, 2023

Name of the Member(s): _____

Registered Address: _____

Email id: _____

Folio No./DP ID-Client ID No.: _____

I/ We, being the member(s) of Suryo Foods and Industries Limited holding _____ number of shares of the above-named company, hereby appoint

1. Name: _____

Address: _____

Email id: _____

Signature: _____ or failing him/her

2. Name: _____

Address: _____

Email id: _____

Signature: _____ or failing him/her

3. Name: _____

Address: _____

Email id: _____

Signature: _____ or failing him/her

As my/our proxy to addend and vote (on a poll) for me /us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Monday, 25th September, 2023 at 11.30 A.M At:Dinalipi Bhawan, A-54/1& A-55/1, Nayapalli, Bhubaneswar, Odisha-751003, the registered office of the Company and any adjournment thereof in respect of such resolutions as are indicated below;



SURYO FOODS & INDUSTRIES LIMITED

Resolution No	Description of Resolution	Vote		
		For	Against	Abstain
Ordinary Business				
Ordinary Resolution				
1	To consider and adopt the financial statement of the Company for the financial year ended March 31, 2023 along with the reports of the Auditors and Board of Directors thereon.			
2	To Re-appoint Mr. Ajay Kumar Dash (DIN: 00613681) director liable to retire by rotation			
Special Resolution				
3	To Re-appoint Mr. Ramakant Rath (DIN: 01277251) as an independent director of the Company for another term of five years			
4	To Re-appoint Mr. Bata Krishna Tripathy (DIN: 01752812), as an independent director of the Company for another term of five year			
5	To Re-appoint Mr. Rajendra Nath Mishra, (DIN: 01277767) as an independent director of the Company for another term of five year:			

Signed this-----day of-----, 2023

Signature of Shareholder: -----Signature of First Proxy holder: -----

NOTE:

**Affix
Re.1/**

- 1. THIS FORM OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE AT DINALIPI BHAWAN, A-54/1 & A-55/1, NAYAPALLI, BHUBANESWAR, ODISHA-751003 NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. For the Resolutions and Notes, Please refer to the Notice of the Thirty Second Annual General Meeting.
3. A proxy need not be a member.

SURYO FOODS & INDUSTRIES LIMITED**POLLING PAPER -FORM NO. MGT-12**

[Pursuant to Section 109(5) of the Companies Act, 2013 read with Rule 21(1)(C) of the Companies (Management and Administration) Rules, 2014]

SURYO FOODS & INDUSTRIES LIMITED**CIN: L05004OR1989PLC002264****Regd. Office: Dinalipi Bhawan, A-54/1& A-55/1, Nayapalli, Bhubaneswar, Odisha-751003****Telephone: (0674) 2563832, 2564773****34th Annual General Meeting-September 25, 2023****Ballot Paper**

Sl.No	Particulars	Details
1	Name of the first named Shareholder	
2	Postal Address	
3	Registered Folio No./DP ID-Client ID No	
4	Class of Share	Equity
5	No of Shares held	

I hereby exercise my vote in respect of Ordinary Resolution/ Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner.

Resolution No	Description of Resolution	Vote		
		For	Against	Abstain
Ordinary Business				
Ordinary Resolution				
1	To consider and adopt the financial statement of the Company for the financial year ended March 31, 2023 along with the reports of the Auditors and Board of Directors thereon.			
2	To Re-appoint of Mr. Ajay Kumar Dash (DIN: 00613681) director liable to retire by rotation			
Special Resolution				
3	To Re-appoint Mr. Ramakant Rath (DIN: 01277251) as an independent director of the Company for another term of five years			
4	To Re-appoint Mr. Bata Krishna Tripathy (DIN: 01752812), as an independent director of the Company for another term of five year			
5	To Re-appoint Mr. Rajendra Nath Mishra, (DIN: 01277767) as an independent director of the Company for another term of five year:			

Place:**Date:****Signature of Shareholder**

