

30TH
ANNUAL REPORT
2018-19

SURYO FOODS
&
INDUSTRIES LIMITED

Regd Office Address:
Dinalipi Bhawan, A-54/1 & A-55/1, Baramunda, Bhubaneswar-751003, Odisha.
CIN: L05004OR1989PLC002264
Email: suryofoods.industries@gmail.com, Website: www.suryofoods.com

SURYO FOODS & INDUSTRIES LIMITED**CONTENTS OF THE ANNUAL REPORT**

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30th Annual General Meeting on Friday, 27th September, 2019 at 11.00 A.M. at Dinalipi Bhawan, A-54/1 & A-55/1, Nayapalli, Baramunda, Bhubaneswar-751003, Odisha, the registered office of the company.

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|--|--|
| Board of Directors: 1. Mr. Amarendra Dash 2. Mrs. Annapurna Dash 3. Mr. Ajay Kumar Dash 4. Mr. Bata Krishna Tripathy 5. Mr. RamakantRath 6. Mr. RajendraNath Mishra | Chairman & Managing Director(Executive & Promoter) Director (Non Executive & Non Independent) Director (Non Executive & Non Independent) Director (Non Executive & Independent) Director (Non Executive & Independent) Director (Non Executive & Independent) |
| Chief Financial Officer and Compliance Officer | Mr. Sandeep Kumar Mishra |
| Statutory Auditors: | M/s. SanjitMohanty& Co Chartered Accountants Plot No. 17, 02 nd Floor, District Centre, Chandrasekharpur, Bhubaneswar, Odisha -751066 |
| Internal Auditors: | M/s. AASA & Associates Chartered Accountants Plot No. 1149, Govind Prasad, Bomikhal, Bhubaneswar, Odisha - 751010 |
| Secretarial Auditor: | M/s. Saroj Ray & Associates Company Secretaries N/6-215, Ground Floor, IRC Village, Bhubaneswar, Odisha -751015 |
| Banker | Andhra Bank Axis Bank IDBI Bank HDFC Bank Kotak Mahindra Bank |
| Share Transfer Agent: | M/s. Niche Technologies Pvt Ltd. 3A, Auckland Place, 7 th Floor, Room No. 7A & 7B Kolokta – 700 017, West Bengal. |
| Registered Office: | DinalipiBhawan, A-54/1 & A-55/1, Nayapalli, Baramunda, Bhubaneswar-751003, Odisha. |
| Stock Exchange | Bombay Stock Exchange |
| CIN | Lo5004OR1989PLC002264 |
| ISIN | INE565E01016 |

NOTICE

Notice hereby given that the **Thirtieth Annual General Meeting (AGM)** of the company will be held on **Friday, 27th September, 2019 at 11.00 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, 2019 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 being eligible and offers herself for re-appointment.

Item No. 3- To re-appoint M/s. Sanjit Mohanty & Co, Chartered Accountants, as the Statutory Auditors of the Company and to fix their remuneration:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**;

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Sanjit Mohanty & Co., Chartered Accountants, Bhubaneswar (Firm Registration No. 328858E), be and is hereby re-appointed as Statutory Auditors of the Company for a period of Three years, to hold the office from the conclusion of this Annual General Meeting (‘AGM’) to the conclusion of the 33rd Annual General Meeting (‘AGM’) of the Company to be held in the year 2022, on such a remuneration & allowances, as may be fixed by the Board of Directors of the Company, based on the recommendation of Audit Committee.”

SPECIAL BUSINESS:

Item No. 4- To Sell/lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company:

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 Section 180(1)(a) of the Companies Act, 2013 and any other applicable provisions of Companies Act, 2013 the consent of the shareholders of the company be and is hereby given to the board of directors of the company 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, in order to repay all the debts of the company.

RESOLVED FURTHER THAT the board of directors be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary for the purpose of giving effect to the above resolution and for matters connected therewith or incidental thereto.

Item No. 5- To get approval for related party Transaction:

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

RESOLVED THAT pursuant to Section 188(1)(b) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, and Regulation 23(4) of the SEBI (LODR) Regulations, 2015, approval of the Shareholders be and is hereby accorded to the Board of Directors of the company 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, at a fair value to Ram's Assorted Cold Storage Limited, Suryo Media Limited and Suryo Udyog Limited, these companies are related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015 on such terms and conditions as the board may think fit and the above sale/lease of the property shall be made on the basis of the valuation made by a registered valuer.

RESOLVED FURTHER THAT the board of directors be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary for the purpose of giving effect to the above resolution and for matters connected therewith or incidental thereto.

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

Date: 12.08.2019
Place: Bhubaneswar

Sd/-
Amarendra Dash
Chairman cum Managing Director
DIN-00583036

NOTES:

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at the meeting annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than **FORTY-EIGHT HOURS** before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding 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 a Member.
3. Corporate Members intending to send their authorized representatives to attend the meeting in terms of Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
4. **The instrument appointing a proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.**
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three (3) days of notice in writing is given to the Company.
6. Members/proxies/authorized representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
7. Route-map to the venue of the meeting is provided at the end of the Annual Report.
8. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The Register of Members and Transfer Books of the Company will remain be closed from Saturday 21st September, 2019 to Friday 27th September, 2019, both days inclusive.
10. Members who hold shares in single name are advised to make nomination in respect of their shareholding in the Company.

11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrars and Transfer Agents, Niche Technologies Pvt. Ltd, for consolidation into a single folio.
12. 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.
13. In line with Securities and Exchange Board of India (SEBI) directives, the Company is required to update bank details of the shareholders to enable usage of the electronic mode of remittance such as ECS [LECS (Local ECS) / RECS (Regional ECS) / NECS (National ECS)], NEFT for distributing dividends and other cash benefits to its shareholders. Further in cases where either the bank details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code), etc. that are required for making electronic payment are not available or the electronic payment instructions have failed or have been rejected by the bank, the Company would use physical payment instruments for making payments to their investors and shall mandatorily print the bank account details of the investors on such payment instruments. Payment of dividend and other cash benefits through electronic mode has many advantages like prompt credit, elimination of fraudulent encashment, no loss or delay in transit. We request you to spare a few minutes of your valuable time in updating your bank details as under:
 - In case your holding is in dematerialized form, please instruct your Depository Participant to update your bank details in your demat account.
 - In case your holding is in physical form, please inform the Company's Registrars and Share Transfer Agents along with a photocopy of a blank cancelled cheque of your bank account.In case you do not avail of the said electronic mode for payments, the Company will print the bank details provided by you on the payment instrument.
14. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission/transposition of shares. Members are requested to submit the PAN details to their Depository Participant in case of holdings in dematerialized form and to the Company's Registrars and Transfer Agents, mentioning your correct reference folio number in case of holdings in physical form.
15. 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 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 Transfer Agents to provide efficient and better service to the Members.
16. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.

17. Members who still have their holdings in physical form are requested to convert them into dematerialized form (**under ISIN No. INE565E01016**) at the earliest with NSDL & CDSL.
[Note: with effect from 01st April, 2019, Shares which are lodged for transfer shall be in dematerialized form only.]
18. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their attendance slip along with a copy of Annual Report to the Meeting.
19. To support the 'Green Initiative', an Abridged Annual Report is being sent to the Members. In respect of Members whose e-mail ids are registered with the Company/the Depositories, the Annual Report is sent in electronic mode. The Members who have not registered their e-mail ID are requested to register the same with Company's Registrars and Transfer Agents/Depositories. The Members who are desirous of receiving the full Annual Report may write to the Company's Registrar/Company for a copy of the same.
20. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and as per the Regulation 44 of the Securities & Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice.
21. The results shall be declared on or after the Annual General Meeting of the Company and shall be deemed to be passed on the date of Annual General Meeting. The results along with the Scrutinizer's Report shall be placed on the website of the Company (www.suryofoods.com) within 3 days of passing of the resolutions at the Annual General Meeting of the Company and shall be communicated to Bombay Stock Exchange.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

22. VOTING THROUGH ELECTRONIC MEANS:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and as per the Regulation 44 of the Securities & Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM. ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. The process and manner for remote e-voting are as under:

- i. The remote e-voting period will commence on 24th September, 2019 (10.00 am) and will be ended on 26th September, 2019 (05.00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2019 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. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iii. Click on "Shareholders" tab.
- iv. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- v. Next enter the Image Verification as displayed and Click on Login.
If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

| | |
|---------------------------|--|
| | For Members holding shares in Demat Form and Physical Form |
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</p> <ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of o's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field. |
| DOB | Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format. |
| Bank Account Number (DBD) | <p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv). |

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN “**190821049**” for the relevant Company Name i.e. <Suryo Foods and Industries Limited> on which you choose to vote on which you choose to vote.
- xi. 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. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - 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 they have to create a compliance user which 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.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- xviii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.