

31ST
ANNUAL REPORT
2019-20

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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31st Annual General Meeting on Tuesday, 29th September, 2020 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.

Board of Directors: 1. Mr. Amarendra Dash 2. Mrs. Annapurna Dash 3. Mr. Ajay Kumar Dash 4. Mr. Bata Krishna Tripathy 5. Mr. Ramakant Rath 6. Mr. Rajendra Nath 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	Mr. Bikash Kumar Sahoo
Company Secretary & Compliance Officer	Ms. Manisha Satapathy
Statutory Auditors:	M/s. Sanjit Mohanty & Co Chartered Accountants Plot No. 17, 02 nd Floor, District Centre, Chandrasekharapur, 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
Share Transfer Agent:	M/s. Niche Technologies Pvt Ltd. 3A, Auckland Place, 7 th Floor, Room No. 7A & 7B Kolkata – 700 017, West Bengal.
Registered Office:	Dinalipi Bhawan, A-54/1 & A-55/1, Nayapalli, Baramunda, Bhubaneswar-751003, Odisha.
Stock Exchange	Bombay Stock Exchange
CIN	L05004OR1989PLC002264
ISIN	INE565E01016

NOTICE

Notice hereby given that the 31st Annual General Meeting of the company will be held on Tuesday, 29th September, 2020 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, 2020 along with the reports of the Auditors and Board of Directors thereon.

Item No. 2- Re-appointment of Mrs. Annapurna Dash (DIN:00586755), director liable to retire by rotation:

To re-appoint Mrs. Annapurna Dash (DIN: 00586755) as the Director of the Company, who retires by rotation and being eligible and offers herself for re-appointment.

SPECIAL BUSINESS:

Item No. 3- 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 sell/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 the board of directors be and is hereby authorized to do all such acts, deeds and things as may be deem necessary for the purpose of giving effect to the above resolution and for matters connected therewith or incidental thereto.

Item No. 4-to re appoint Mr. Amarendra Dash (DIN:00583036) as the Chairman and Managing Director of the Company:

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 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made there under read with Schedule V thereof, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) the Articles of Associations of the Company, the recommendation and/or approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the company be and is hereby accorded to the re-appointment of Mr. Amarendra Dash (DIN:00583036) as the Chairman and Managing Director of the Company for a further term of 5 years with effect from 1st August, 2020 to 31st July, 2025 whose office shall not be liable to retire by rotation without any remuneration.

RESOLVED FURTHER THAT Mr. Amarendra Dash, Chairman and Managing Director of the Company be and hereby designated as the Key Managerial Personnel (KMP) of the Company as per Section 203 of the Companies Act, 2013.

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

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of directors of the company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion, deem necessary.

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

Date: 13.08.2020
Place: Bhubaneswar

Sd/-
Manisha Satapathy
Company Secretary and Compliance Officer

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 holding in the aggregate not more than ten percent of 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 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. 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.
6. Members/proxies/authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
7. 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.
8. 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 RTA/Company, for consolidation into a single folio.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. The statement as per Section 102(1) of the Companies Act, 2013 with respect to the special businesses in this Notice is annexed herein-below.

11. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 17.
12. The Register of Members and Share Transfer Books of the Company will remain closed from September 23, 2020 to September 29, 2020. (both days inclusive)
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 at 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata – 700 017, Tel.: 033 2280 6617/18, Email: nichetechpl@nichetechpl.com.
14. The Securities and Exchange Board of India ('SEBI') has mandated the transfer of securities to be carried out only in dematerialized form (except in case of transmission or transposition of securities) effective from 1st April, 2019. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from 1st April, 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialize their holdings.
15. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
16. The Notice of the AGM alongwith the Annual Report 2019-20 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for 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 alongwith the Annual Report 2019-20 will also be available on the Company's website: www.suryofoods.com.
17. Instructions and other information relating to remote e-voting are as under:
 - 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 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 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 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 conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour 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 on the cut-off date i.e. September 22, 2020 only shall be entitled to avail 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 on the cut –off date of 22nd September, 2020.
- IX. The shareholders shall have one vote per equity share held by them as on the cut –off date of 22nd September, 2020. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 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 22th September, 2022 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

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- XI. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 22nd September, 2020 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 scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with 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 28th September, 2020 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 26th September, 2020 (10.00 am) and will be ended on 28th September, 2020 (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 22nd September, 2020 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:
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	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 0'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 "200827036" 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