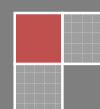




ECO FRIENDLY FOOD **PROCESSING PARK LIMITED**

ANNUAL REPORT 2012-13





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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Brij Kishore Sabharwal
Mr. Amar Singh Bisht Whole Time Director
Mr. Vinod Kumar Garg
Mr. Sujit Gupta

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Neha Khandelwal

STATUTORY AUDITORS

M/s Rupesh Mangal & Associates, Chartered Accountants

BANKER TO THE COMPANY

ICICI Bank Limited

REGISTERED OFFICE

49, Gujrawala Town, Part-II
New Delhi-110009.

Tel.: +91-11-32971926
Fax : +91-11-32971926

Email: ecofriendlyfood@yahoo.com
Website: www.ecofriendlyfood.in

REGISTRAR & SHARE TRANSFER AGENT

M/s Cameo Corporate Services Ltd
Subramanian Building
1 Club House Road,
Chennai 600 002

Tel.: +91-44-2846 0390/1989
Fax: +91-44-2846 0129

Email: cameo@cameoindia.com
Website: www.cameoindia.com



NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of **ECO FRIENDLY FOOD PROCESSING PARK LIMITED** will be held on Friday, 16th August, 2013 at 10:00 A.M. at the Registered Office of the Company at 49, Gujrawala Town, part-II, New Delhi-110009 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors & Auditors' thereon.
2. To appoint a Director in place of Mr. Vinod Kumar Garg, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Brij Kishore Sabharwal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Rupesh Mangal & Associates, Chartered Accountants, having firm registration no. 025449N, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provision of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956, Mr. Sujit Gupta be and is hereby appointed as Director of the Company, liable to retire by rotation."

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 94 and 16 and other applicable provisions, if any, of the Companies Act, 1956, the Authorized Share Capital of the Company be and is hereby increased from Rs.10,20,00,000/- (Rupees Ten Crore twenty lacs only) divided into 1,02,00,000 Equity Shares of Rs. 10/- each to Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) divided into 2,50,00,000 Equity Shares of Rs. 10/- each, which shall rank pari passu with the existing equity shares in all respects.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association be and is hereby altered to read as follows:

V. The Authorized Share Capital of the Company is Rs.25,00,00,000/- (Rupees twenty five Crore



only) divided into 2,50,00,000 (two crore and fifty lacs only) Equity Shares of Rs. 10/- (Rupees Ten only) each”.

Place: New Delhi

BY ORDER OF THE BOARD OF DIRECTORS

Date: 22nd July, 2013

Sd/-

**AMAR SINGH BISHT
DIRECTOR
DIN NO.: 06402669**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Corporate members intended to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 14th August, 2013 to Friday, 16th August, 2013 (both days inclusive).
5. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent – M/s Cameo Corporate Services Ltd.
6. The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect to item 5 and 6 is annexed hereto.
7. Equity shares of the Company are under compulsory Demat trading by all Investors. Those shareholders who have not dematerialized their equity shares are advised to dematerialize their shareholding, to avoid inconvenience in future.
8. Re-appointment of Directors: At the ensuing Annual General Meeting Mr. Vinod Kumar Garg and Mr. Brij Kishore Sabharwal, liable for retire by rotation, and being eligible, offers themselves for re-appointment. The details pertaining to these directors required to be provided pursuant to Clause 52 of the listing agreement are furnished in the statement on Corporate Governance published elsewhere in this Annual report.
9. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries.



EXPLANATORY STATEMENT IN TERMS OF SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM 5:

Mr. Sujit Gupta was appointed as Additional Director by the Board of Directors of the Company in its meeting held on 25th March, 2013. As per the provisions of Section 260 of the Companies Act, 1956, he hold office as Additional Director until the ensuing Annual General Meeting. The Company has received notices in writing along with a deposit of Rs. 500/- for him from a member proposing his candidature as director liable to retire by rotation in terms of Section 257 of the Companies Act, 1956.

In terms of Section 255 of the Companies Act, 1956, Directors shall be appointed by shareholders at their General Meeting. Therefore, the Board recommends these resolutions for your approval.

Mr. Sujit Gupta is interested in this resolution to the extent to his appointment.

ITEM 6:

The present Authorized Share Capital of the Company is Rs.10,20,00,000/- (Rupees Ten Crore twenty lacs only) divided into 1,02,00,000 Equity Shares of Rs. 10/- each. With growing expansion of the business of the Company, it is necessary to increase Authorized Share Capital of the Company from Rs.10,20,00,000/- (Rupees Ten Crore twenty lacs only) divided into 1,02,00,000 Equity Shares of Rs. 10/- each to Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) divided into 2,50,00,000 Equity Shares of Rs. 10/- each. In terms of the provisions of Section 94(1)(a) of the Companies Act, 1956, the Amendment in the Capital Clause of the Memorandum can be made by way of passing an Ordinary Resolution at the General Meeting. Therefore the Board of Directors recommends this resolution for your approval.

None of the Directors is concerned or interested in this resolution.

Place: New Delhi
Date: 22nd July, 2013

BY ORDER OF THE BOARD OF DIRECTORS
Sd/-

AMAR SINGH BISHT
EXECUTIVE DIRECTOR
DIN NO.: 06402669

REGISTERED OFFICE:
49,
Gujrawala Town, Part-II,
New Delhi – 110009.



THE DIRECTORS' REPORT

Dear Shareholders,

Yours Directors have pleasure in presenting the Annual Report and Audited Accounts of Eco Friendly Food Processing Park Limited ('the Company') for the year ended 31st March, 2013 ('the financial year').

FINANCIAL HIGHLIGHTS

The summarised performance of the Company for the years 2012-13 and 2011-12 is given below:
(` In Lacs)

Particulars	For Financial Year Ended	
	31 st March, 2013	31 st March, 2012
Total Income	274.31	387.79
Total Expenditure	44.23	199.74
Profit before Depreciation and Tax	230.08	188.05
Less: Depreciation	52.34	0.79
Profit after Depreciation but before Tax	177.74	187.26
Less: Current Tax	2.96	0.00
Add: Excess Provision of Income Tax of Previous years	0.00	0.00
Profit / (Loss) After Tax	174.78	187.26
Proposed Dividend	0.00	0.00
Tax on Dividend	0.00	0.00
Transferred to Statutory Reserves	0.00	0.00

FINANCIAL PERFORMANCE

During the year under review, your Company has recorded a total income of Rs. 274.31 Lacs, against Rs. 387.79 Lac in the previous year, with a total decrease of 29.26 %. Net Profit before Taxation for the financial year ended March 31, 2013 reduced to Rs. 177.74 Lac from Rs. 187.26 Lac which is decrease of 5.08% from the previous year. Consequently, the Profit after Tax decreased from Rs. 187.26 Lac to Rs. 174.78 Lac an Decrease of 6.66%.

DIVIDEND

In consideration of future prospects of the Company, Your Board of Directors has decided to plough back the profits into the business operations of the Company.

LISTING ON SME PLATFORM OF THE BSE LIMITED

Yours Directors are pleased to inform you that your Company successfully listed its securities on the SME Platform of the BSE Limited on 14th January, 2013 and the Company has paid Listing Fees to the Exchange for the year 2012-13.

**INITIAL PUBLIC OFFERING**

Post Completion of initial public offer (IPO) of shares, your Company has fully spent / utilized the proceeds of the funds raised under the IPO as per the object of the issue as on 31st March, 2013.

Statement of Utilization Issue Proceeds by Company as on 31st March, 2013**(` in Lac)**

Issue Objects (as per Prospectus)	Amount to be utilized	Amount actually utilized as on 31st March, 2013
Development of farm land for transition to organic farming	506.00	511.50
Construction of Storage Sheds	114.00	-
Sotar Fencing	65.50	-
Brand Building and General Corporate Purposes	60.00	-
Issue Expenses	60.00	33.16
Investment in Short Term Advances	-	211.34

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Clause 52 of the Listing Agreement with the Stock Exchanges, the Management Discussion and Analysis of the financial condition and results of consolidated operations of the Company under review, is annexed to Directors' Report.

PUBLIC DEPOSIT

Your Company has not accepted any deposits from the public during the year under review.

RE-APPOINTMENT OF DIRECTORS

In accordance with Section 255 and 256 of the Companies Act, 1956 read with the Articles of Association of the Company, Mr. Vinod Kumar Garg and Mr. Brij Kishore Sabharwal, Non-Executive Director of the Company, retire by rotation and are being eligible offer themselves for re-appointment at the ensuing Annual General Meeting.

During the year, Mr. Neeraj Mittal resigned from the Directorship and Mr. Sujit Gupta joined the Board as Independent Director.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- in the preparation of the annual accounts for the year ended March 31 2013, the applicable Accounting Standards read with the requirements set out under Schedule VI of the Companies Act, 1956 have been followed and there are no material departures from the same, if any;



- b. the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the State of affairs of the Company as at March 31, 2013 and of the Profit of the Company for the year ended on that date;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d. the Directors had prepared the annual accounts of the Company on a 'going concern' basis.

STATUTORY AUDITORS

M/s. Anil Bandhu & Co., Chartered Accountants (having Firm Registration No. 002960C) as Statutory Auditors of the Company, holds office until the conclusion of the ensuing Annual General Meeting and has, vide its letter, shown their inability to continue as Statutory Auditor of the Company.

The Company has received letter from M/s Rupesh Mangal & Associates, Chartered Accountants, FRN 025449N, to the effect that their appointment, if made, would be within the prescribed limits under Section 224 (1B) of the Companies Act, 1956 and that they are not disqualified for such appointment within the meaning of Section 226 of the Companies Act, 1956.

A Board of directors of the company has recommended their appointment in the ensuing Annual General Meeting.

PARTICULARS OF EMPLOYEES

No Employee of the Company draws remuneration in excess of limit prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

ENERGY CONSERVATION MEASURES, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The provisions of Section 217(1) (e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 are not applicable to the Company. Therefore, the information relating to conservation of energy or technology absorption etc. is not given. There has been no foreign exchange earning and outgo during the year under Report.

CORPORATE GOVERNANCE

A report on Corporate Governance along with a Certificate from the Auditors regarding the compliance with conditions of Corporate Governance in terms of Clause 52 of the Listing Agreement is annexed to this Report.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation of the co-operation and assistance



received from Shareholders, Bankers, regulatory bodies and other business constituents during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in successful performance of the Company during the year.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

**SD/-
BRIJ KISHORE SABHARWAL
DIRECTOR
DIN NO.: 01303907**

**SD/-
AMAR SINGH BISHT
DIRECTOR
DIN NO.: 06402669**

**Place: New Delhi
Date: July 22, 2013**