

ECO FRIENDLY FOOD PROCESSING PARK LIMITED

6TH ANNUAL REPORT

FOR THE FINANCIAL YEAR 2013-2014

CORPORATE INFORMATION

BOARD OF DIRECTORS

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

Whole-time Director
Non-Executive Director
Independent Director
Independent Director

COMPLIANCE OFFICER: MR. AMAR SINGH BISHT

REGISTERED OFFICE

49, Gujrawala Town. Part – II
New Delhi – 110009
Tel: 011 - 32971926
Fax: 011 – 3297126
Email: ecofriendlyfood@yahoo.com
Website: www.ecofriendlyfood.in

BANKERS

ICICI Bank Limited
82, Janpath, Connaught Place
New Delhi - 110001

STATUTORY AUDITORS

M/s Rupesh Mangal & Associates,
Chartered Accountants
S-502 3rd Floor, School Block,
Shakarpur, New Delhi – 110092

REGISTRARS & SHARE TRANSFER AGENTS

Mas Services Limited
– 34, Second Floor,
Okhla Industrial Area
Phase – II, New Delhi – 110020
Tel: 011 – 26387281, 82, 83
Email: info@masserv.com

CORPORATE IDENTITY NUMBER: L45209DL2008PLC181131

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ECO FRIENDLY FOOD PROCESSING PARK LIMITED

Regd. Office: 49, Gujrawala Town, Part - II, New Delhi – 110009

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

CIN: L45209DL2008PLC181131

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

NOTICE

Notice is hereby given that 6th Annual General Meeting of the members of ECO FRIENDLY FOOD PROCESSING PARK LIMITED will be held on Friday, 19th September, 2014 at 09:15 A.M at 49, Gujrawala Town, Part – II, New Delhi – 110009 to transact the following Business:

ORDINARY BUSINESS

1. To receives, consider and adopted the audited Balance sheet of the Company as at March 31 2014, the statement Profit & Loss Account, Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditor's thereon.
2. To appoint a director in place of Mr. Brij Kishore Sabharwal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint/ re-appoint M/s. Rupesh Mangal & Associates, Chartered Accountants, having firm registration no. 025449N as Statutory Auditor of the Company to hold the office from the conclusion of this Annual General Meeting till the Conclusion of next Annual General Meeting of the Company at remuneration to be decided mutually.

Date: 21/08/2014

Place: New Delhi

By Order of the Board
For Eco Friendly Food Processing Park Limited
Sd/-

Amar Singh Bisht

DIN: 06402669

Executive Director

Notes:

1. **Member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company. Proxy instrument should be lodged with the company at its registered office not less than 48 hours before the commencement of the meeting.**

A person can act as 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.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

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 days of notice in writing is given to the Company.

2. Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
3. The Register of Members and Share Transfer Books of the company will remain closed from 10/09/2014 to 12/09/2014 (Both days inclusive) for the purpose of 6th Annual General Meeting of the Company.
4. Members are requested to notify any change in their addresses, at its Registered Office to the Company's Registrar and Share Transfer Agents.
5. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
6. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report to the Meeting.
7. All documents referred to in the accompanying Notice and the explanatory Statement shall be open for inspection at the Registered Office of the company during normal business hours (10.00 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the general meeting of the company.
8. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the Meeting.
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.

Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.

Date: 21/08/2014

Place: New Delhi

By Order of the Board
For Eco Friendly Food Processing Park Limited
Sd/-
Amar Singh Bisht
DIN: 06402669
Executive Director

DIRECTORS' REPORT

To,
The Members
Eco Friendly Food Processing Park Limited

Your Directors have pleasure in presenting the 6th Annual Report on the business and operations of the Company together with the Audited Accounts for the year ended 31st March, 2014.

FINANCIAL HIGHLIGHTS:

The summarized performance of the Company for the years 2013-2014 and 2012-13 is given below:

(in lacs)

| Particulars | For Financial Year Ended | |
|---|--------------------------|----------------|
| | March 31, 2014 | March 31, 2013 |
| Total Income | 292.29 | 274.31 |
| Total Expenditure | 153.30 | 96.57 |
| Profit after Depreciation but before Tax | 138.99 | 177.74 |
| Less: Current Tax | 3.92 | 2.96 |
| Add: Excess Provision of Income Tax of Previous years | 0.00 | 0.00 |
| Profit / (Loss) After Tax | 135.07 | 174.78 |
| 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. 292.29 against Rs. 274.31 in the previous year. Profit after taxation for the financial year ended on 31st March, 2014 decreased to Rs. 135.07 against Rs. 174.78 in the previous year.

RIGHT ISSUE:

During the year under review, the Board of Directors of Company in its meeting held on 30th August, 2013 approved the right issue of equity shares 1,48,59,000 equity shares of Rs. 10/- each in the ratio of 3 (Three) Equity Shares for every 2 (two) Equity Shares through rights issue.

Further, the BSE Limited has accorded its in principle approval vide its letter dated 4th October, 2013.

DIVIDEND

To Plough back the profits into the business, the Board of Directors has not declared any dividend during the year.

DEPOSITS:

During the year under review, Your Company has not accepted the deposits under section 58A of the Companies Act, 1956 and Companies (Acceptance of deposits) Rules 1975 as amended upto date.

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 152 of the Companies Act, 2013 [corresponding section 255 & 256 of Companies Act 1956] read with the Articles of Association of the Company, 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.

PARTICULARS OF EMPLOYEES

As required by the provision of section 217(2A) of the Companies Act, 1956. Read with the Companies (particulars of employee) rules, 1975 as amended, no employee was in receipt of remuneration exceeding Rs. 60, 00,000/- per annum or 5, 00,000/- per month for any part thereof.

ENERGY, TECHNOLOGY & FOREIGN EXCHANGE

Information in accordance with the provision of Section 217 (I) (e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 being not relevant/significant, are not given. There were no foreign exchange earnings or outgo during the year under review.

CORPORATE GOVERNANCE

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

SHIFTING OF REGISTERED OFFICE

During the year under review, your company has shifted its registered office from S-520, Greater Kailash, Part-I, New Delhi-110048 to 49, Gujrawala Town, part – II, New Delhi – 110009 w.e.f May 13, 2013.

DIRECTORS RESPONSIBILITY STATEMENTS

Pursuant to section 217 (2AA) of the companies ACT, 1956, it is hereby confirmed:-

- (i) That in the preparation of the accounts for the financial year ended 31st March 2014 the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (ii) That 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 at the end of the financial year and of the profit of the company for the year under review.
- (iii) That 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;

That the Directors have prepared the accounts for the financial year ended 31st March, 2014 on a going concern basis

ACKNOWLEDGEMENT

The board wishes to express and place on records its gratitude for the faith reposed in and cooperation extended to the company by the shareholders of the company. Your directors wish to place on record their deep sense of appreciation for the devoted and sincere services of the executives, staff and workers of the company for its success.

Date: 21/08/2014

Place: New Delhi

By Order of the Board

For Eco Friendly Food Processing Park Limited

Sd/-

Sd/-

Amar Singh Bisht

Brij Kishore Sabharwal

DIN: 06402669

DIN: 01303907

Executive Director

Director

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance is to achieve business excellence, enhance Long term values for its stakeholders, maintaining excellent relations across all levels and proper Compliance with all applicable legal and regulatory requirements.

BOARD OF DIRECTORS

The Board of Directors of the Company (Board) has optimum combination of Non-Executive and Independent Directors.

Mr. Amar Singh Bisht acts as the Executive Director and Mr. B.K. Sabharwal is the Non-Executive Director and Mr. Vinod Kumar Garg, Mr. Sujit Gupta are Non-Executive Independent Directors on the Board of the Company.

BOARD MEETING:

As of March 31, 2014, the Board consisted of four Members. The Composition and the category of Directors on the Board of the Company were as under:

| Category | Name of Director |
|---|----------------------|
| Executive Director | Mr. Amar Singh Bisht |
| Non-Executive Director and Non Independent Director | Mr. B. K. Sabharwal |
| Non-Executive and Independent Director | Mr. Vinod Kumar Garg |
| Non-Executive and Independent Director | Mr. Sujit Gupta |

During the financial year 2013-14, Seven Meetings of the Board of Directors were held on the following dates: May 13, 2013, May 30, 2013, July 22, 2013, August 30, 2013, November 14, 2013, February 21, 2014 and March 28, 2014.

The details of directors and their attendance record at the Board Meeting held during the year under review are as follows:

| Name | Category | No of Meeting attended | At last AGM | Directorship in other Companies |
|----------------------|------------------------|------------------------|-------------|---|
| Mr. Amar Singh Bisht | Whole time Director | 7 | Yes | <ul style="list-style-type: none"> Esteem Bio Organic Food Processing Limited |
| Mr. B. K. Sabharwal | Non-Executive Director | 7 | Yes | <ul style="list-style-type: none"> Sopan Infrabuild Private Limited Sarovar Electronics Private Limited Esteem Bio Organic Food Processing Limited Alps Motor Finance Limited |

| | | | | |
|-----------------------------|----------------------|---|-----|---|
| | | | | <ul style="list-style-type: none"> ▪ Heritage Securities Private Limited ▪ Hsk Estates and Properties Private Limited ▪ The Festival Network Limited ▪ Kingdom Digital Asia Limited |
| Mr. Vinod Kumar Garg | Independent Director | 7 | Yes | <ul style="list-style-type: none"> ▪ A TO Z Comtrade Private Limited ▪ Heritage Securities Private Limited ▪ Esteem Bio Organic Food Processing LimitedClassic global finance and capital ltd ▪ Argon marketing private limited |
| Mr. Sujit Gupta | Independent Director | 7 | Yes | <ul style="list-style-type: none"> ▪ Esteem Bio Organic Food Processing Limited |

It has always been the Company's policy and practice that apart from matters requiring Board's approval by statute, all major decisions including quarterly results of the Company, financial restructuring, capital expenditure proposals, collaborations, material investment proposals in joint venture/promoted companies, sale and acquisition of material nature of assets, mortgages, guarantees, donations, etc. are regularly placed before the Board. This is in addition to information with regard to actual operations; major litigation feedback reports, information on senior level appointments just below the Board level and minutes of all Committee Meetings.

AUDIT COMMITTEE

The Audit Committee of the Company consists three Directors out of which two are Non-ExecutiveDirector of the Company. All the Directors have good knowledge of Finance, Accounts and CompanyLaw. The Chairman of the Committee is Mr. Sujit Gupta.

The Board vide resolution constituted the Audit Committee in term of theProvisions of Clause 52 of the Listing Agreement. The Committee held 4 meeting during the year.

The Audit Committee also advises the Management on the areas where internal control system canbe improved. The Terms of reference of the Audit Committee are in accordance with all the itemslisted in Clause 52 (II)(D) and (E) of the Listing Agreement and Section 292 of the Companies Act,1956 as follows:

- Oversight of the Issuer's financial reporting process and the disclosure of its financialinformation to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, thereplacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to Statutory Auditors for any other services rendered by the statutoryauditors.
- Reviewing, with the management, the annual financial statements before submission to theboard for approval, with particular reference to:
 - (i) Matters required to be included in the Directors' Responsibility Statement to beincluded in the Board's report in terms of clause (2AA) of Section 217 of theCompanies Act, 1956;