



ECO FRIENDLY FOOD PROCESSING PARK LIMITED

7TH ANNUAL REPORT

FOR THE FINANCIAL YEAR 2014-2015



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. BRIJ KISHORE SABHARWAL	Whole-time director
Mr. SATENDER KUMAR	Non-Independent Non-Executive
Mr. SUJIT GUPTA KUMAR	Independent Director
Ms. DEEPIKA GARG	Independent Director

COMPLIANCE OFFICER

MR. BRIJ KISHORE SABHARWAL

REGISTERED OFFICE

49, Gujrawala Town. Part - II
New Delhi - 110009
Tel: 011 S- 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 Sushil Upadhyay & Associates,
Chartered Accountants
C-1/304, St. No.25, Khajoori Khas,
Delhi-110094

REGISTRARS & SHARE TRANSFER AGENTS

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

CORPORATE IDENTITY NUMBER: L45209DL2008PLC181131

ANNUAL GENERAL MEETING

Day & Date	:	Tuesday, 15th September, 2015.
Time	:	10:00 A.M.
Venue	:	Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahavidyalaya, Ksetra, Ghevra More, Rohtak Road, Delhi.



CONTENTS OF ANNUAL REPORT

S. No.	Content
1.	Notice to the shareholders
2.	Directors' Report to the shareholders
3.	Report on Corporate Governance
4.	Management Discussion & Analysis Report
5.	Auditors' Report to the shareholders
6.	Balance Sheet
7.	Statement of Profit and Loss
8.	Cash Flow Statement
9.	Notes on accounts
10.	Proxy form
11.	Attendance form



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 of 7th ANNUAL GENERAL MEETING

Notice is hereby given that 7th Annual General Meeting of the members of ECO FRIENDLY FOOD PROCESSING PARK LIMITED will be held on Tuesday, 15th September, 2015 at 10:00 A.M at Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi to transact the following Business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance sheet of the Company as at March 31 2015, 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 the appointment of **M/s. Sushil Upadhyay & 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 12th Annual General Meeting of the Company at remuneration to be decided mutually.

SPECIAL BUSINESS

3. To appoint **Mr. Sujit Kumar Gupta (DIN: 06642102)** as an Independent Director and in this regard 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 160, 149, 152 and all other applicable provisions and Schedule IV to the Companies Act, 2013, the Companies (Appointment the Companies (Appointment and Qualifications of Directors) Rules, 2014, as may be amended, from time to time and the Listing Agreement, **Mr. Sujit Kumar Gupta (DIN: 06642102)**, who was appointed as Director with effect from 25th March, 2013 and who is falling under liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from the date of this Annual General Meeting of the Company."

4. To appoint **Mr. Satender Kumar (DIN: 06985603)** as Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT **Mr. Satender Kumar (DIN: 06985603)** who was co-opted as an Additional Director on the board of the company with effect from 30th December, 2014 and



7th ANNUAL REPORT 2014-15

who ceases to hold the office at this Annual General Meeting and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received from a member along with requisite deposit proposing his candidature for the office of a Director on the Board of the Company, be and is hereby appointed as a director on the Board, liable to retire by rotation.”

5. To appoint **Ms. Deepika Garg (DIN: 00502941)** as an Independent Director and in this regard 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 160, 149, 152 and all other applicable provisions and Schedule IV to the Companies Act, 2013, the Companies (Appointment the Companies (Appointment and Qualifications of Directors) Rules, 2014, as may be amended, from time to time and the Listing Agreement, **Ms. Deepika Garg (DIN: 00502941)**, who was appointed as an Additional Director with effect from 19th March, 2015 and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years with effect from 19th March, 2015.”

Date: 18/08/2015

Place: New Delhi

By Order of the Board
For ECO FRIENDLY FOOD PROCESSING PARK LIMITED
Sd/-
BRIJ KISHORE SABHARWAL
DIN: 01303907
Executive Director

NOTES:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY 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 FOR ANY OTHER PERSON OR SHAREHOLDER.**
3. 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.
4. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.



7th ANNUAL REPORT 2014-15

5. Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars for printing on the dividend warrants, if any, under their signatures to **Mas Services Limited**; T – 34, Second Floor, Okhla Industrial Area, Phase – II, New Delhi – 110020. Tel: 011 – 26387281, 82, 83; Email: info@masserv.com
6. Members holding shares in electronic form may update such details with their respective Depository Participants.
7. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from 09th September, 2015 to 11th September, 2015 (both days inclusive).
8. Members seeking any information regarding accounts should write to the Company atleast seven days before the date of the meeting so as to enable the management to keep the information ready.
9. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.
10. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3

Mr. Sujit Kumar Gupta was appointed as Director with effect from 25.03.2013 liable to retire by rotation, Pursuant to Section 149 of the Companies Act, 2013 (new act) read with the Rules made thereunder, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation. He may be appointed for a maximum of two consecutive terms of upto 5 years each.

He is Independent director of the company and has been holding the office of Directorship. As per existing terms of appointment, the period of his office is liable to determination by retirement by rotation in terms of section 152 of the Act. The Company has also received declarations from him that he meet with the criteria of independence as prescribed under Section 149(6) of the Act and the Listing agreement.

The Board considered the independence of them in terms of Section 149 and Schedule IV to the Companies Act, 2013 and the Listing Agreement and was of the view that he fulfills the criteria of independence as mentioned in the above provisions and can be appointed in the above provisions and can be appointed as Independent Directors

The Board of Directors recommends the resolution set out in the Notice for approval of the Members.

Mr. Sujit Kumar Gupta is interested in his respective resolution to the extent of his appointment.

None of the remaining Directors and their relatives is concerned or interested in the proposed resolutions.

ITEM NO.4

Mr. Satender Kumar, who was appointed as an Additional Director of the Company with effect from 30th December, 2014, in terms of Section 161 of the Companies Act, 2013, he holds office until the date



7th ANNUAL REPORT 2014-15

of the Annual General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Satender Kumar for the office of the Director under the provisions of Section 160 of the Companies Act, 2013.

Mr. Satender Kumar is an eminent Professional and brings rich and varied experience to the Board. The Board of Directors recommends the resolution set out in Item no. 4 of the Notice for approval of the Members.

Mr. Satender Kumar is interested in the resolution to the extent of his appointment. None of the remaining Directors and their relatives is concerned or interested in the proposed resolutions.

ITEM NO.5

Ms. Deepika Garg was appointed as an Additional Director with effect from 19.03.2015, Pursuant to Section 149 of the Companies Act, 2013 (new act) read with the Rules made thereunder, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation. She may be appointed for a maximum of two consecutive terms of upto 5 years each.

She is Independent director of the company and has been holding the office of Directorship. As per existing terms of appointment, the period of his office is liable to determination by retirement by rotation in terms of section 152 of the Act. The Company has received notices in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of her appointment as Independent Directors of the Company. She is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declarations from her that she meet with the criteria of independence as prescribed under Section 149(6) of the Act and the Listing agreement.

The Board considered the independence of them in terms of Section 149 and Schedule IV to the Companies Act, 2013 and the Listing Agreement and was of the view that she fulfills the criteria of independence as mentioned in the above provisions and can be appointed in the above provisions and can be appointed as Independent Directors

The Board of Directors recommends the resolution set out in the Notice for approval of the Members. Ms. Deepika Garg is interested in their respective resolution to the extent of his appointment. Ms. Deepika Garg is an eminent Professional and brings rich and varied experience to the Board.

None of the remaining Directors and their relatives is concerned or interested in the proposed resolutions.

Date: 18/08/2015

Place: New Delhi

By Order of the Board
For ECO FRIENDLY FOOD PROCESSING PARK LIMITED
Sd/-
BRIJ KISHORE SABHARWAL
DIN: 01303907
Executive Director



DIRECTORS' REPORT

**To,
The Members
Eco Friendly Food Processing Park Limited**

Your Directors have pleasure in presenting the 7th Annual Report on the business and operations of the Company together with the Audited Statement of Accounts and the Auditors' Report of your Company for the financial year ended, 31st March 2015.

FINANCIAL HIGHLIGHTS:

The summarized performance of the Company for the years 2014-15 and 2013-2014 is given below:

Particulars	For the Financial Year Ended	
	March 31, 2015 (in lacs)	March 31, 2014 (in lacs)
Total Income	330.26	292.29
Total Expenditure	203.89	153.30
Profit after Depreciation but before Tax	126.37	138.99
Less: Current Tax	3.92	3.81
Profit / (Loss) After Tax	122.45	135.19

FINANCIAL PERFORMANCE

During the year under review, Your Company has recorded a total income of Rs. 330.26 Lacs against Rs.292.29 Lacs in the previous year. Profit after taxation for the financial year ended on 31st March, 2015 decreased to Rs. 122.45 Lacs against Rs. 135.19 Lacs in the previous year.

RESERVE AND SURPLUS

Rs. 122.45 lacs is being transferred to the reserve and surplus.

DIVIDEND

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

SHARE CAPITAL

Right Issue:

During the year under review, the Board of Directors of Company fixed the 02nd April, 2014 as the record date for the right issue of 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. The BSE accorded its Listing and Trading approval to the same.

Sub-Division

The Authorized Share Capital as on March 31, 2015 was Rs. 25 crores (2,50,00,000 shares of



Rs.10/each).

The Company has also split up its share capital from Rs.10 per share into the shares of Rs. 1/- each w.e.f. 09.01.2015. divided into 25,00,00,000 (Rupees Twenty Five Crore)Equity Shares of Rs.1/- (Rupees One Only) each.

CHANGE IN THE NATURE OF BUSINESS

During the year, the Company has not changed its nature of business.

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.

DEPOSITS:

The Company has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. No amount of principal or interest was outstanding as on the date of Balance Sheet.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company has a strong monitoring and reporting process resulting in financial discipline and accountability.

RISK MANAGEMENT POLICY

Therefore, in accordance with the provisions of the Companies Act, 2013, the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.



7th ANNUAL REPORT 2014-15

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURE

The prescribed particulars of Employees required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as Annexure to this Report.

The information required pursuant to Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Employees of the Company, will be provided on request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees particulars mentioned in rule 5(2) of the said rule which is available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company upto the date of ensuing Annual General Meeting. If any Member is interest in inspecting the same, such Member may write to the Compliance officer in advance.

NAME OF THE COMPANIES WHICH HAVE BEEN BECOME OR CEASED TO BE ITS SUBSIDIARIES AND ASSOCIATE COMPANIES DURING THE YEAR

Since the Company has no subsidiaries as on 31st March, 2015, provision of section 129 of the Companies Act, 2013 is not applicable.

STATE OF COMPANY AFFAIRS:

The Company is complying with all the applicable laws and provisions and there is no adverse action against the business operations of the Company.

STATUTORY AUDITORS

In Terms of the provisions of Section 139 of the Companies Act, 2013, **M/s. Sushil Upadhyay & Associates, Chartered Accountants, having (Firm registration no. 025449N)**, were appointed as Statutory Auditors of the Company by the shareholders through Postal Ballot dated 28th April, 2015 to hold office till conclusion of ensuing Annual General Meeting. The said appointment is subject to ratification by the members at every Annual General Meeting.

The Board has recommended the appointment of **M/s. Sushil Upadhyay & Associates, Chartered Accountants, having (Firm registration no. 025449N)**, by the shareholders at the forthcoming Annual General meeting. The Company has received a letter from **M/s. Sushil Upadhyay & Associates, Chartered Accountants**, confirming their eligibility under Section 141 of the companies Act, 2013.

AUDITORS' REPORT

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and therefore, in the opinion of the Directors, do not call for further comments.