



10th ANNUAL REPORT 2017-18



ECO FRIENDLY FOOD PROCESSING PARK LIMITED

**10th
ANNUAL REPORT**

FOR THE FINANCIAL YEAR 2017-2018



BOARD OF DIRECTORS

Mr. BRIJ KISHORE SABHARWAL

Mr. SATENDER KUMAR

Mr. SUJIT GUPTA KUMAR

Ms. SITA DEVI

WHOLE-TIME DIRECTOR

NON-INDEPENDENT NON-EXECUTIVE

INDEPENDENT DIRECTOR

INDEPENDENT DIRECTOR

REGISTERED OFFICE

49, GUJRAWALA TOWN, PART - II

NEW DELHI - 110009

TEL: 011 - 65554037

FAX: 011 - 65554037

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 Industrila Area

Phase - II, New Delhi - 110020

Tel: 011 - 65554037

Email: info@masserv.com

CORPORATE IDENTITY NUMBER: L45209DL2008PLC181131

ANNUAL GENERAL MEETING

Day & Date : Thursday, 30th August, 2018

Time : 09:00 A.M.

**Venue : Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday
Ksetra, Ghevra More, Rohtak Road, Delhi**

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oceanstep.com + 962007020



ECO FRIENDLY FOOD PROCESSING PARK LIMITED

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

Tel.: +91-11-65554037; CIN: L45209DL2008PLC181131

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

NOTICE of 10th ANNUAL GENERAL MEETING

Notice is hereby given that 10th Annual General Meeting of the members of ECO FRIENDLY FOOD PROCESSING PARK LIMITED will be held on Thursday, 30th August, 2018 at 09:00 A.M. at Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahavidya 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 2018, 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. Satender Kumar**, who retires by rotation and being eligible offer himself for re - appointment.
3. Ratification 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

4. To appoint **Ms. Sita Devi (DIN: 07773329)** as 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 Sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, **Ms. Sita Devi (DIN: 07773329)**, who was appointed as an Additional & Independent Director of the Company with effect from 21st December, 2017, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from 21st December, 2017."



Date: 03/08/2018

Place: New Delhi

By Order of the Board
For ECO FRIENDLY FOOD PROCESSING PARK LIMITED

Sd/-
BRIJ KISHORE SABHARWAL
DIN: 01303907
WHOLE-TIME DIRECTOR

NOTES:

1. 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.

2. 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.
3. 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.
4. 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**
5. Members holding shares in electronic form may update such details with their respective Depository Participants.
6. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from **21st August, 2018 to 23rd August, 2018** (both days inclusive).
7. 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.
8. 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.



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9. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.
10. As per Rule 20 (2) of Companies (Management and Administration) amendment rules, 2015 vide Notification Dated 19th March, 2015, A Company Listed under chapter XB(Companies listed on SME exchange) or chapter XC(Companies listed on institutional trading platform without IPO) of ICDR regulations, 2009 and having its equity shares listed on a recognized stock exchange, is out of the ambit of E-voting in its General Meeting and **ECO Friendly Food Processing Park Limited** is a BSE SME Listed company and E voting is not applicable.

Date: 03/08/2018

Place: New Delhi

By Order of the Board

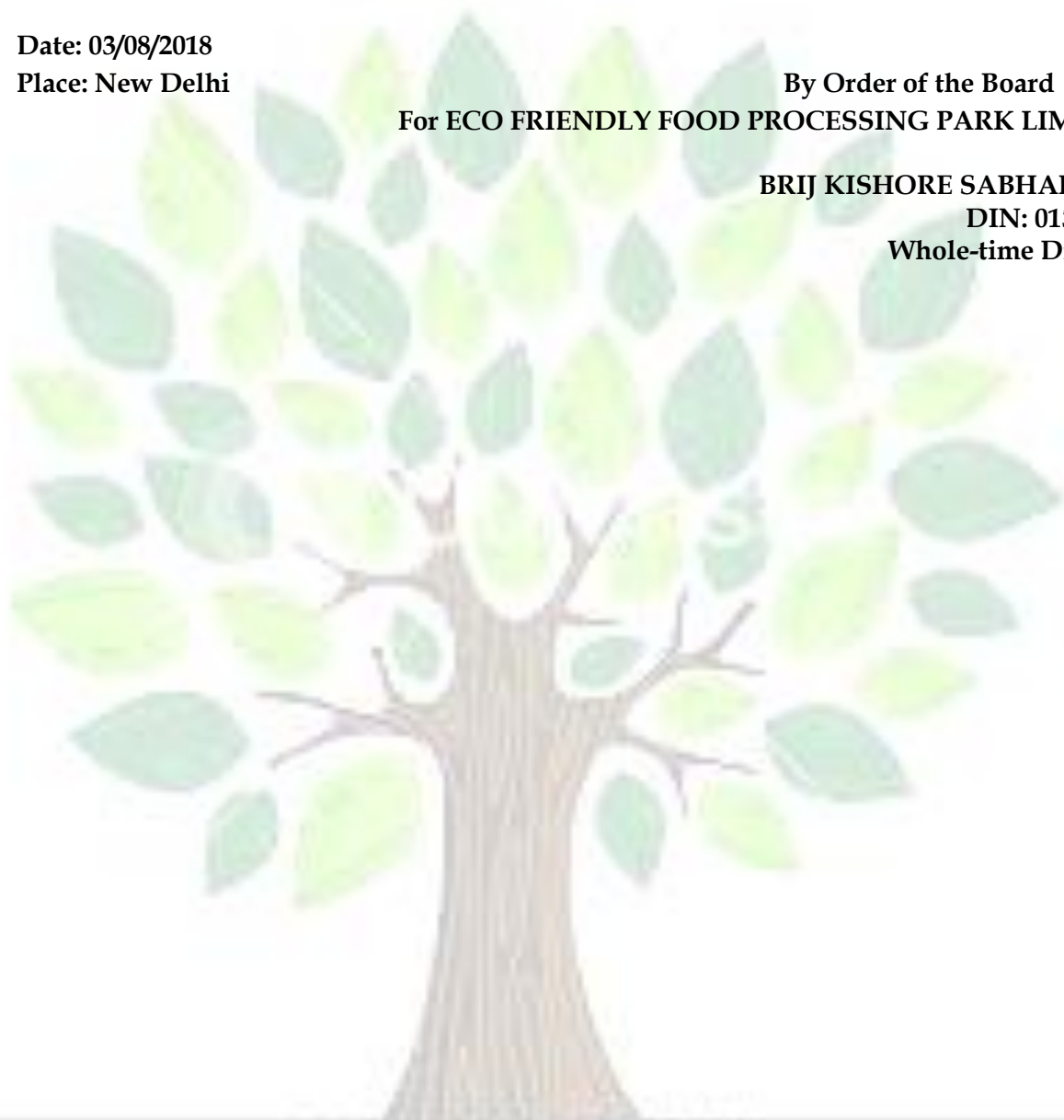
For ECO FRIENDLY FOOD PROCESSING PARK LIMITED

Sd/-

BRIJ KISHORE SABHARWAL

DIN: 01303907

Whole-time Director



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

ITEM NO. 4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 21ST December, 2017 appointed Ms. Sita Devi (DIN-07773329) as Additional Director on the Board of the Company (designated as Independent and Additional Director) in accordance with the provisions contained in Section 149 of the Companies Act, 2013, subject to any regulatory approvals that may be required by operation of law.

Ms. Sita Devi (DIN-07773329) shall hold office up to the date of the Annual General Meeting and shall be eligible for election subject to the approval of the shareholders at this Annual General Meeting. Approval of the Members is required by way of an Ordinary Resolution for appointment of Ms. Sita Devi (DIN-07773329) as the Director of the company.

Ms Sita Devi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Ms. Sita Devi that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Ms. Sita Devi fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Sita Devi is independent of the management and possesses appropriate skills, experience and knowledge. Details of Ms. Sita Devi are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors recommends the resolution at Item No. 4 for approval of the Members of the Company.

Ms. Sita Devi is interested in the resolution to the extent of her appointment. None of the remaining Directors and their relatives is concerned or interested in the proposed resolution.

Date: 03/08/2018

Place: New Delhi

**By Order of the Board
For ECO FRIENDLY FOOD PROCESSING PARK LIMITED**

**Sd/-
BRIJ KISHORE SABHARWAL
DIN: 01303907
Whole-time Director**

0800241187.com - 962007020



Annexure to Notice

Name	Ms. Sita Devi
Age	64
Qualifications	Graduate
Experience	30 Years
Terms and conditions of appointment including details of remuneration	Ms. Sita Devi will hold the office of Independent Director for a period of Five years commencing from 21 st December, 2017. Other terms And Conditions are mentioned in the appointment letter which is available for Inspection by Members on all working days except Holidays from 11:00 am to 05:00 pm at the end of the registered office of the company.
Last drawn remuneration	Nil
Date of first appointment by the Board of Directors of the Company	21/12/2017
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2017-18	2
Other directorship, membership / chairmanship of committees of other board	ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED THY PROJECTS PRIVATE LIMITED
Justification for appointment of Independent Director	The appointment will be for the period mentioned against their respective names ("Term"). The Company may disengage Independent Directors prior to completion of the Term subject to compliance of relevant provisions of the 2013 Act. As Independent Directors, she will not be liable to retire by rotation. Re-appointment at the end of the Term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders. The reappointment would be considered by the Board based on the outcome of the performance evaluation process and the directors continuing to meet the independence criteria. Appointment of Independent Director shall be done in accordance with the all the applicable laws of Companies Act 2013 and Listing Agreement entered by the Company with BSE Limited.
Performance evaluation report	NA

**DIRECTORS' REPORT**

To,
The Members

Eco Friendly Food Processing Park Limited

Your Directors have pleasure in presenting the 10th 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 2018.

FINANCIAL HIGHLIGHTS:

The summarized performance of the Company for the years 2017-18 and 2016-17 is given below:

Particulars	For the Financial Year Ended	
	March 31, 2018 (in lacs)	March 31, 2017 (in lacs)
Total Income	258.79	381.22
Total Expenditure	159.03	301.95
Profit after Depreciation but before Tax	99.75	79.28
Less: Current Tax	4.72	7.13
Profit / (Loss) After Tax	95.03	72.14

FINANCIAL PERFORMANCE

During the year under review, Your Company has recorded a total income of Rs. 258.79 Lacs against Rs. 381.22 Lacs in the previous year. Profit after taxation for the financial year ended on 31st March, 2018 increased to Rs. 95.03 Lacs against Rs. 72.14 Lacs in the previous year.

RESERVE AND SURPLUS

Rs. 95.03 Lacs are 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.

CHANGE IN THE NATURE OF BUSINESS

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

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.

But during the financial year 2015-2016, SEBI has passed an ad interim Order dated 29th June, 2015 restraining the Company from Security market and Company has not yet received any and Investigation Report and Final order from SEBI.

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 proactive 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.

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.