



7th ANNUAL REPORT 2014-15



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, KhajooriKhas,
Delhi-110094

REGISTRARS & SHARE TRANSFER AGENTS

Mas Services Limited
T - 34, Second Floor,
Okhla Industrila 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 Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi.



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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 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



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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.



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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



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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/- (Rupess 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.



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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.



EXTRACT OF THE ANNUAL RETURN

Pursuant to the provisions of Section 134 (3) (a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March, 2015 made under the provisions of Section 92 (3) of the Act in Form MGT -9 is annexed herewith as Annexure.

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

The particulars as required under the provisions of Section 314(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 in respect of Conservation of Energy and Technology Absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

There was no foreign exchange earning & outgo during the financial year under review.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, the Company is not required to comply with the provisions related to Corporate Social Responsibility on the basis of its financial statement.

DIRECTORS & COMMITTEES:

a) Changes in Directors and Key Managerial Personnel

During the year under review, Mr. Vinod Kumar Garg and Mr. Amar Singh Bisht resigned from the post of director w.e.f. 19/03/2015 & 27/12/2014.

Appointment of Mr. Satender Kumar as an Additional Director w.e.f. 30/12/2014 and Mrs. Deepika Garg w.e.f. 19/03/2015.

Mr. Brij Kishore Sabharwal, Director of the Company was designated as Whole Time Director of the Company.

b) Declaration by an Independent Director(s) and re- appointment, if any

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, and Listing Agreement.

c) Formal Annual Evaluation

Pursuant to the provisions of companies Act, 2013 and clause 49 of the Listing Agreement, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

a. BOARD MEETINGS

During the year Thirteen Board Meetings were convened and held. The details of which are given below. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.



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S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended
1.	02/04/2014	4	4
2.	04/04/2014	4	4
3.	21/05/2014	4	4
4.	28/05/2014	4	4
5.	01/06/2014	4	4
6.	21/08/2014	4	4
7.	13/11/2014	4	4
8.	21/11/2014	4	4
9.	24/12/2014	4	4
10.	30/12/2014	4	4
11.	02/02/2015	4	4
12.	19/03/2015	4	4
13.	30/03/2015	4	4

AUDIT COMMITTEE

The Board has well-qualified Audit Committee with majority of Independent Directors including Chairman. They possess sound knowledge on Accounts, Audit, Finance, Taxation, Internal Controls etc. The details of the Composition of the Audit Committee are given in the Corporate Governance Report.

During the year, there are no instances where the Board had not accepted the recommendations of the Audit Committee.

NOMINATION & REMUNERATION AND COMPENSATION COMMITTEE & ITS POLICY

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013 and Clause 52 of the Listing Agreement.

The details of the Composition of the Nomination and Remuneration Committee are given in the Corporate Governance Report.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

During the year, as per Section 177(9) read with Rule 7(1) of The Companies (Meeting of Board and its Powers) Rules, 2014, Company is required to establish a Vigil Mechanism for its Directors and employees. In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy. This policy is explained in corporate governance report and also posted on the website of company.



PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year, Company has not provided Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information under notes to Accounts.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at workplace; the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are effective in the Company. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at workplace of any women employee. The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All women employees (permanent, contractual, temporary and trainee) are covered under this Policy.

The following is a summary of Sexual Harassment complaints received and disposed off during the year:

- a. No. of Complaints received: 0
- b. No. of Complaints disposed off : 0

MANAGERIAL REMUNERATION POLICY

Provisions relating to Managerial Remuneration as per Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 The Board have on the recommendation of the Nomination & Remuneration Committee framed a Policy for Selection and appointment of Directors, Senior management and their Remuneration.

SECRETARIAL AUDIT REPORT AND EXPLANATION TO THE QUALIFICATIONS REPORTED IN THE REPORT

Provisions relating to Secretarial Audit as per Section 204 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Sumit Gupta, Proprietor of Sumit Gupta & Associates, Company Secretaries to undertake the Secretarial audit of the Company. The Secretarial Auditor Report provided By the Secretarial Auditor in Form No. MR-3 has been enclosed as Annexure.

Explanation to the observations as notice in the Audit Report: The Management is searching the best person for the position and the Company will strive to complete the pending e-filing with Registrar of Companies, NCT of Delhi & Haryana.

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.



DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant and material orders have been passed by the regulators or courts or tribunals, impacting the going concern status and company's operations in future. However, the Company has received a Show Cause Notice from the BSE Limited dated 5th February, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that -

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are 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 and loss of the company for that period;

(c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors had prepared the annual accounts on a going concern basis; and

(e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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.

**FOR AND ON BEHALF OF THE BOARD
ECO FRIENDLY FOOD PROCESSING PARK LIMITED**

Date: 18/08/2015

Place: New Delhi

**Sd/-
Brij Kishore Sabharwal
Director
DIN: 01303907**

**Sd/-
Satender Kumar
Director
DIN: 06985603**



ANNEXURE TO THE DIRECTOR'S REPORT

DISCLOSURE 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 ARE GIVEN BELOW:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/ KMP for FY 2014-15 (Rs.)	% increase in Remuneration in FY 2014-15**	Ratio of Remuneration of Director to Median Remuneration of employees	Ratio of Remuneration of Director to Median Remuneration of Employees
1.	Mr. Brij Kishore Sabharwa, Whole Time Director	Nil	N.A.	N.A.	N.A.
2.	Ms. Neha Khandelwal, Company Secretary	32,000	NA	N.A.	N.A.

During the year under review, Ms. Neha Khandelwal resigned from the post of Company Secretary w.e.f 1st June, 2014.

The number of permanent employees as on 31st March 2015 was 3.

Average of remuneration of employees excluding KMPs - Nil

No employee's remuneration for the year 2014-15 exceeded the remuneration of any of the Directors.

Company's performance has been provided in the Directors' Report which forms part of the Board Report.

Market Capitalisation was Rs. 548.54 crores of 2014-15 as against Rs. Rs. 574.54 of 2013-14.

The key parameter for the variable component of key Managerial personnel(s) is linked with Company performance and Individual performance.

The remuneration of Directors, KMPs and other employees is in accordance with the Remuneration Policy of the Company.

STATEMENT CONTAINING THE PARTICULARS OF EMPLOYEES IN ACCORDANCE WITH SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015 -**NOT APPLICABLE**



**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L45209DL2008PLC181131
2.	Registration Date	21/07/2008
3.	Name of the Company	ECO FRIENDLY FOOD PROCESSING PARK LIMITED
4.	Category/Sub-category of the Company	Company limited by shares/ Indian Non-Government Company.
5.	Address of the Registered office & contact details	49, Gujrawala Town. Part - II, New Delhi - 110009 Tel: 011 S- 32971926; Fax: 011 - 3297126 Email: ecofriendlyfood@yahoo.com Website: www.ecofriendlyfood.in
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Mas Services Limited T - 34, Second Floor, Okhla Industrila Area Phase - II, New Delhi - 110020 Tel: 011 - 26387281, 82, 83 Email: info@masserv.com Website: http://www.masserv.com/

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Agriculture Industry	0111	100.00



III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. NO	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section
1	N.A.	N.A.	N.A.	N.A.	N.A.
2	N.A.	N.A.	N.A.	N.A.	N.A.
3	N.A.	N.A.	N.A.	N.A.	N.A.

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a)Individuals /Hindu Undivided Family	2018000	0	2018000	20.37	50450000	0	50450000	20.37	Nil
b) Bodies Corp.									
Sub-total (A)(1)	2018000	0	2018000	20.37	50450000	0	50450000	20.37	Nil
(2) Foreign	0	0	0	0	0	0	0	0	Nil
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	2018000	0	2018000	20.37	50450000	0	50450000	20.37	Nil
B. Public Shareholdin									



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g									
1. Institutions	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.	2466700	0	2466700	24.90	42025000	0	42025000	16.97	7.93
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	502400	241500	743900	7.51	52694000	4165000	56859000	22.96	15.45
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3899400	778000	4677400	47.22	87242160	8989840	96232000	38.86	-8.36
c) Others (specify)									
i)HUF	-	-	-	-	-	-	-	-	-
ii)Clearing Members	-	-	-	-	2068000	0	2068000	0.84	0.84
iii)Non Resident Indians	-	-	-	-	-	-	-	-	-
iv) Trusts	-	-	-	-	16000	0	16000	0.01	0.01



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Sub-total (B)(2):-	6868500	1019500	7888000	79.63	184045160	13154840	197200000	79.63	Nil
Total Public Shareholding (B)=(B)(1)+ (B)(2)	6868500	1019500	7888000	79.63	184045160	13154840	197200000	79.63	Nil
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	8886500	1019500	9906000	100.00	234495160		247650000	100.00	Nil

ii) Shareholding of Promoters-

SN	Shareholder's Name	Shareholding at the beginning of the year[As on 31-March-2014]			Share holding at the end of the year[As on 31-March-2015]			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Brij Kishore Sabharwal	19,06,000	19.24	-	4,92,30,000	19.88	-	0.64
2.	Amar Singh Bisht	1,12,000	1.13	-	12,20,000	0.49	-	0.64
	Total	20,18,000	20.37	-	5,04,50,000	20.37	-	Nil

iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company



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At the beginning of the year					
1	Brij Kishore Sabharwal	19,06,000	19.24	19,06,000	19.24
Allotment of Equity Shares in the Right Issue					
	Brij Kishore Sabharwal	4,92,30,000	19.88	4,92,30,000	19.88
2	Amar Singh Bisht	1,12,000	1.13	1,12,000	1.13
Allotment of Equity Shares in the Right Issue					
	Amar Singh Bisht	12,20,000	0.49	12,20,000	0.49

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	R.K. Stockholding Pvt Ltd				
	At the beginning of the year(31.03.2014)	262800	2.65	262800	2.65
	At the end of the year(31.03.2015)	5218000	2.11	5218000	2.11
2.	Truckling Vinmay Trading Pvt Ltd				
	At the beginning of the year(31.03.2014)	0	0	0	0
	At the end of the year(31.03.2015)	3454000	1.39	3454000	1.39
3.	River High Right Share Brokers Pvt Ltd				
	At the beginning of the year(31.03.2014)	0	0	0	0
	At the end of the year(31.03.2015)	4456000	1.80	4456000	1.80
4.	Ashvin Verma				
	At the beginning of the year(31.03.2014)	501600	5.06	501600	5.06
	At the end of the year(31.03.2015)	5112000	2.06	5112000	2.06
5.	BRIJ KISHORE SABHARWAL				
	At the beginning of the year(31.03.2014)	0	0	0	0



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	At the end of the year(31.03.2015)	49230000	19.88	49230000	19.88
6.	MITHUN SECURITIES PRIVATE LIMITED				
	At the beginning of the year(31.03.2014)	191900	1.94	191900	1.94
	At the end of the year(31.03.2015)	2315000	0.934	2315000	0.934
7.	R K GLOBAL SHARES AND SECURITIES LIMITED				
	At the beginning of the year(31.03.2014)	0	0	0	0
	At the end of the year(31.03.2015)	2016000	.0814	2016000	.0814
8.	VIPUL JAIN				
	At the beginning of the year(31.03.2014)	0	0	0	0
	At the end of the year(31.03.2015)	2000000	0.807	2000000	0.807
9.	AJIT KUMAR GUPTA				
	At the beginning of the year(31.03.2014)	200000	2.02	200000	2.02
	At the end of the year(31.03.2015)	1884000	0.760	1884000	0.760
10.	SUNILA RAI VERMA				
	At the beginning of the year(31.03.2014)	0	0	0	0
	At the end of the year(31.03.2015)	1620000	0.654	1620000	0.654

v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Brij Kishore Sabharwal				
	At the beginning of the year	19,06,000	19.24	19,06,000	19.24
	At the end of the year	4,92,30,000	19.88	4,92,30,000	19.88



2.	Amar Singh Bisht				
	At the beginning of the year	1,12,000	1.13	1,12,000	1.13
	At the end of the year	12,20,000	0.49	12,20,000	0.49

* During the period under review, the Company has spitted up the Face value and Paid up value from Rs. 10 per share to Rs. 1 per share.

Note: The change in the shareholding in the above shareholders was due to buying/selling of shares by the shareholders on various dates. The Company has not allotted any shares, issued bonus/sweat equity during the year.

V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-



iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S.No.	Particulars of Remuneration	Total Amount		
		Mr. Brij Kishore Sabharwal, Whole-Time Director		Total
1	Gross salary	Nil	NA	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	NA	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	NA	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	NA	NIL
2	Stock Option	Nil	NA	NIL
3	Sweat Equity	Nil	NA	NIL
4	Commission - as % of profit - others, specifv...	Nil	NA	NIL
5	Others, please specify	Nil	NA	NIL
	Total (A)	Nil	NA	NIL

B. Remuneration to other directors:-

SN.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission				
	Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL



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2	Other Non-Executive Directors	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings				
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL
	Total (B)=(1+2)				
	Total Managerial Remuneration	NIL	NIL	NIL	NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	N.A.	0.32	N.A.	0.32
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	Nil	N.A.	0.32
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	Nil	N.A.	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	Nil	N.A.	Nil
2	Stock Option	N.A.	Nil	N.A.	Nil
3	Sweat Equity	N.A.	Nil	N.A.	Nil
4	Commission	N.A.	Nil	N.A.	Nil
	- as % of profit	N.A.	Nil	N.A.	Nil
	others, specify...	N.A.	Nil	N.A.	Nil
5	Others, please specify	N.A.	Nil	N.A.	Nil
	Total	N.A.	0.32	N.A.	0.32



VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

Signed By-

Directors	
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Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED **MARCH 31, 2015**

To,
The Members,
Eco Friendly Food Processing Park Limited
49, Gujrawala Town,
Part-II, New Delhi – 110009

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Eco Friendly Food Processing Park Limited** (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (ECB). **Not Applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **Not Applicable**; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **Not Applicable**;



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(vi) The Factories Act, 1948, Industrial Disputes Act, Industrial (Development & Regulation) Act, 1956, Payment of Bonus Act, 1965, Payment of Gratuity Act, 1972, Contract Labour (Regulation and Abolition) Act, 1970 and other labour legislations governing the Company and its establishments.

(vii) Employee Provident Fund and Miscellaneous Provisions Act, 1952 **Not Applicable**

(ix) Air (Prevention & Control of Pollution) Act, 1981, Water (Prevention & Control of Pollution) Act, 1974 and Environment Protection Act, 1986-

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. **Not Applicable**
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

For examining compliance of Accounting Standards, Income-tax Act, Sales Tax Act, VAT, Service Tax, Excise Duty and Entry Tax, the report of Statutory Auditor has been referred.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. *During the period under review, the Company has not appointed a Whole Time Company Secretary after the resignation of Ms. Neha Khandelwal w.e.f 01st June, 2014.*
2. *During the period under review, the company has not appointed the Chief financial officer pursuant to the provisions of Section 203 of Companies Act, 2013.*
3. *During the period under review, there are some instances where the Company has filed delay intimations/Compliances to BSE Limited and Registrar of Companies, NCT of Delhi & Haryana.*

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there has been no events/ actions having major bearing on the Company's affairs.

**For Sumit Gupta & Associates
Company Secretaries**

Place: New Delhi

Date: 18/08/2015

Sumit Gupta

Prop.

ACS No. : A29247

C P No.: 10542



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. Brij Kishore Sabharwal acts as the Executive Director and Mr. Satender Kumar is the Non-Executive Director. Mr. Sujit Kumar Gupta & Ms. Deepika Garg are Non-Executive Independent Directors on the Board of the Company.

BOARD MEETING:

As of March 31, 2015, 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. Brij Kishore Sabharwal
Non-Executive Director and Non Independent Director	Mr. Satender Kumar
Non-Executive and Independent Director	Mr. Sujit Kumar Gupta
Non-Executive and Independent Director	Ms. Deepika Garg

During the financial year 2014-15, Thirteen Meetings of the Board of Directors were held on the following dates:

April 02,2014, April 4,2014, May 21,2015, May 28, 2014, June 01,2014, August 21, 2014, November 13, 2014, November 21, 2014, December 24,2014 ,December 30, 2014, February 02, 2015, March 19, 2015, March 30,2015.

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	Attend last AGM	Directorship in other Companies
Mr. Amar Singh Bisht (Resigned w.e.f.27.12.2014)	Whole time Director	8	Yes	▪ NIL



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Mr. B. K. Sabharwal	Whole time Director	13	Yes	<ul style="list-style-type: none"> ▪ Sarovar Electronics Private Limited ▪ Esteem Bio Organic Food Processing Limited ▪ The Festival Network Limited ▪ Kingdom Digital Asia Limited ▪ Vishvas Securities Limited
Mr. Vinod Kumar Garg(Resigned w.e.f.19.03.2015)	Independent Director	11	Yes	<ul style="list-style-type: none"> ▪ A TO Z Comtrade Private Limited ▪ Classic global finance and capital ltd ▪ Argon Marketing private limited
Mr. Sujit Gupta	Independent Director	13	Yes	<ul style="list-style-type: none"> ▪ Esteem Bio Organic Food Processing Limited
Mr. Satender Kumar	Non-Executive & Non-Independent	03	No	<ul style="list-style-type: none"> ▪ NIL
Ms. Deepika Garg	Independent Director	02	No	<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-Executive Director of the Company. All the Directors have good knowledge of Finance, Accounts and Company Law. The Chairman of the Committee is Mr. Sujit Gupta.

The Audit Committee also advises the Management on the areas where internal control system can be improved. The Terms of reference of the Audit Committee are in accordance with all the items listed in Clause 52 (II)(D) and (E) of the Listing Agreement and Section 177 of the Companies Act,2013as follows:



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- Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, there placement 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 statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - (i) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act, 1956;
 - (ii) Any changes in accounting policies and practices and reasons for the same;
 - (iii) Major accounting entries involving estimates based on exercise of judgment by management;
 - (iv) Significant adjustments made in the financial statements arising out of audit findings;
 - (v) Compliance with listing and other legal requirements relating to financial statements;
 - (vi) Disclosure to any related party transactions;
 - (vii) Qualifications in the draft audit report.
- Reviewing with the management the half yearly financial statements before submission to the Board for approval.
- Reviewing with the management, performance of statutory and internal auditors, adequacy of internal control systems;
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matters to the Board;
- Discussion with Statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

COMPOSITION AND ATTENDANCE AT MEETINGS:

During the year ended on 31st March, 2015, the composition of Audit Committee has been as under:

- | | |
|--------------------------|------------|
| a) Mr. Sujit Gupta | (Chairman) |
| b) Mr. Vinod Kumar Garg# | (Member) |
| c) Mr. B.K. Sabharwal{*} | (Member) |
| d) Mr. Satender Kumar* | (Member) |
| (e) Ms. Deepika Garg** | (Member) |

During the financial year 2014-15, five (5) meeting of Audit Committee was held.

April 02, 2014, May 28, 2014, August 21, 2014, Nov 13, 2014 and March 19, 2015.



#Resigned from the post of Director w.e.f. 19.03.2015.

**Appointed as Non Executive Independent Director w.e.f. 19.03.2015.

*Appointed as Director w.ef. 30.12.2014.

{*}Become as Whole-Time Executive Director w.e.f.10.03.2015.

NOMINATION AND REMUNERATION COMMITTEE

COMPOSITION OF THE NOMINATION AND REMUNERATION COMMITTEE:

Our Company has constituted a Nomination and Remuneration Committee. The Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 11th November, 2014. The committee currently comprises of three Directors:

- | | |
|-----------------------|------------|
| a) Ms. Deepika Garg | (Chairman) |
| c) Mr. Sujit Gupta | (Member) |
| d) Mr. Satender Kumar | (Member) |

TERMS OF REFERENCE

The terms of reference of Remuneration Committee includes the following:

- The remuneration committee recommends to the board the compensation terms of the executive directors.
- The committee to carry out evolution of every director's performance and recommend to the board his/her appointment and removal based on the performance.
- The committee to identify persons who may be appointed in senior management/Director in accordance with the criteria laid down.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders."

STAKEHOLDER RELATIONSHIP COMMITTEE

Our Company has constituted a Stakeholder Relationship Committee to redress the complaints of the shareholders. The committee currently comprises of three Directors. Mr. Sujit Kumar Gupta is the Chairman of the committee.

- | | |
|---------------------|------------|
| a) Ms. Deepika Garg | (Chairman) |
|---------------------|------------|



c) Mr. Sujit Gupta (Member)

d) Mr. Brij Kishore Sabharwal (Member)

During the financial year 2014-2015 five meeting of the Committee were held.

April 02, 2014, May 28, 2014, August 21, 2014, Nov 13, 2014 and March 19, 2015

ROLE OF STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

During the year under review, the Composition of the Stakeholder Relationship Committee has been as under:

STATUS OF COMPLAINTS RECEIVED, RESOLVED AND PENDING AS ON 31ST MARCH, 2015

Number of Shareholders’ Complaints received during the year	Nil
Number of Shareholders’ Complaints resolved during the year	Nil
Number of Shareholders’ Complaints Pending at the end of the year	Nil

GENERAL BODY MEETINGS

Details about Last 3 years Annual General Meetings are as under:

Year	Day, Date & Time	Place	Any Special Resolution
2013-14	Friday,19 th September,2014 at 09:15 A.M	49, Gujrawala Town, Part - II, New Delhi - 110009	No Special Resolution was passed
2012-13	Friday, 16 th August, 2013 at 10 A.M	49, Gujrawala Town, Part - II, New Delhi - 110009	No Special Resolution was passed
2011-12	Friday, 28 th September, 2012 at 11.00 a.m.	S-520, Greater Kailash, Part-I, New Delhi-110048	Yes, Special Resolution was passed

EXTRAORDINARY GENERAL MEETING

During the Year 2014-15, Extra -Ordinary General Meeting held on 20th December, 2014 for Sub-Division of Equity Shares & Alteration of Capital Clause of Memorandum of Association of the Company.

POSTAL BALLOT



Postal Ballot was conducted from 06.02.2015 to 07.03.2015 for passing of Following resolutions have been passed dated 10.03.2015.

1. Migrating From BSE SME To Main Board.
2. Increase The Borrowing Powers Of The Company.
3. Creation Of Security On The Properties Of The Company In Favour Of The Lenders.
4. Giving Of Loans/ Guarantees, Providing of Securities And Making Of Investments In Securities.
5. Adoption Of New Set Of Articles Of Association.
6. Appointment Of Mr. Brij Kishore Sabharwal As Whole-Time Director

DISCLOSURES

1. Related Party Transaction:

There are no materially significant related party transactions i.e. transactions material in nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. having potential conflict with the interest of the company at large except as reported in the financials.

2. Statutory Compliance, Penalties and Strictures:

The Company has complied with the requirements of the Stock Exchanges / SEBI / and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

3. Whistle Blower Policy:

The Company has framed a Code of Conduct for Directors and Senior Management. At present, the Company does not have any formal Whistle Blower Policy. The Directors of the Company affirms that no personnel have been denied access to the Audit Committee.

4. Reconciliation of Share Capital Audit:

In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is proposed to be carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

5. Non-Mandatory Requirements

The Company does not comply with the non-mandatory requirements.

GENERAL SHAREHOLDER INFORMATION

➤ ANNUAL GENERAL MEETING

Date, time and Venue	Tuesday , 15 th September, 2015 at 10:00 A.M, Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi
Financial year	01 st April, 2014 to 31 st March, 2015
Date of Book Closure	09 th Sep, 2015 to 11 th Sep, 2015



Stock Exchange	SME Platform of BSE Limited
Stock Code/Symbol	534839/EFPL

➤ **FINANCIAL CALENDAR**

Tentative calendar of events for the financial year 2015-16 (April to March) is as under:
Adoption of half yearly Financial Results for:

Results for the half year ending September 30, 2015	By 14th of November, 2015.
Results for the half year ending March 31, 2016	By 30th of May, 2016

➤ **MEANS OF COMMUNICATION**

The half yearly financial results are regularly submitted to the Stock Exchange in accordance with provisions of the Listing Agreement and also uploaded on the Company's website - www.ecofriendlyfood.in

➤ **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 and 2nd April, 2014 was fixed as the record date.

➤ **BOOK CLOSURE PERIOD**

Wednesday , 09th September, 2015 to Friday, 11th September, 2015 (Both Days inclusive).

➤ **MARKET PRICE DATA**

Table below gives the monthly high and low prices and volumes of the Company's' equity shares at SME Platform of BSE Limited for the year 2014-2015:

Month	BSE Limited	
	High	Low
April, 2014	640.25	267.05
May, 2014	406.35	303.30
June, 2014	446.00	401.65
July 2014	431.00	381.60
August, 2014	425.00	330.00
September, 2014	421.00	413.90
October 2014	413.95	399.95
November, 2014	565.00	371.00
December, 2014	546.00	534.00
January, 2015	533.00	50.00
February, 2015	50.60	39.40
March, 2015	45.00	20.95



➤ **CATEGORIES OF SHAREHOLDING AS AT 31.03.2015:**

Category	No of Shares	Percentage of (%)
Indian Promoters	50450000	20.37 %
Trust	16000	0.01 %
Body Corporate	42025000	16.97 %
Individual	153091000	61.81 %
Clearing Members	2068000	0.84 %
Total	247650000	100

➤ **DISTRIBUTION OF HOLDINGS**

SHARE OR DEBENTURE HOLDING OF NOMINAL VALUE OF		NO OF SHARE HOLDERS	SHARE/DEBENTURE		SHARE/DEBENTURE AMOUNT	
Rs.	Rs.		Number	% to Total	In Rs.	% to Total
(1)			(2)	(3)	(4)	(5)
Upto -	5,000	0	0	0	0	0
5,001 -	10,000	0	0	0	0	0
10,001 -	20,000	1	2000	0.088	20000	0.001
20,001 -	30,000	0	0	0	0	0
30,001 -	40,000	9	36000	0.792	360000	0.015
40,001 -	50,000	0	0	0	0	0
50,001 -	1,00,000	12	104000	1.056	1040000	0.042
1,00,001 and above		1114	247508000	98.063	2475080000	99.943
TOTAL		1136	247650000	100	2476500000	100

➤ **DEMAT OF EQUITY SHARES**

The Company has dematerialization connectivity with both the depository i.e. NSDL and CDSL.

➤ **The ISIN No. of the Company is INE437O01025 (with NSDL and CDSL)**

➤ **CODE OF CONDUCT**

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management. All the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as on March 31, 2015. A declaration to this effect, duly signed by Director is annexed and forms part of this report.

➤ **REGISTRAR& TRANSFER AGENT/INVESTOR CORRESPONDENCE**

MAS SERVICES LIMITED

T-34, IInd Floor, Okhla Industrial Area

Phase-II ,New Delhi 110020

Email: info@masserv.com **Website:** www.masserv.com



Tel: 011 – 26387281, 82, 83, Fax: 011 - 26387384

➤ **COMPLIANCE OFFICER:**

Mr. Brij Kishore Sabharwal, Whole Time Director

49, Gujrawala Town, Part - II,

New Delhi - 110009

Email: ecofriendlyfood@yahoo.com

Website: www.ecofriendlyfood.in

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

A BRIEF PROFILE OF DIRECTORS ARE GIVEN BELOW IN TERMS OF THE PROVISIONS OF CLAUSE 52 OF THE LISTING AGREEMENT.

Name of Director	SATENDER KUMAR
Age	01/05/1978(37 YRS)
Date of Appointment	30/12/2014
Expertise in specific functional areas	Finance and Marketng
Qualifications	GRADUATION
List of Limited Companies in which outside Directorship held as on 31.03.2015	NIL
Chairman/Member of the Committees of the Boards of the other Companies on which he is a Director	NIL

Name of Director	DEEPIKA GARG
Age	29/04/1969(45 YRS)
Date of Appointment	19/03/2015
Expertise in specific functional areas	Marketing and accounts
Qualifications	GRADUATION
List of Limited Companies in which outside Directorship held as on 31.03.2015	ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED
Chairman/Member of the Committees of the Boards of the other Companies on which he is a Director	ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED

Name of Director	SUJIT GUPTA KUMAR
Age	20/02/1989(26 YRS)
Date of Appointment	25/03/2013
Expertise in specific functional areas	Finance and Accounts
Qualifications	Master Degree in Commerce.
List of Limited Companies in which outside Directorship held as on 31.03.2015	ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED
Chairman/Member of the Committees of the Boards of the other Companies on which he is a Director	ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED

**By Order of the Board
For Eco Friendly Food Processing Park Limited
Sd/-
BRIJ KISHORE SABHARWAL
DIN: 01303907
Executive Director**

**Date: 18/08/2015
Place: New Delhi**



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

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

We have reviewed the compliance of the conditions of Corporate Governance by M/s. Eco Friendly Food Processing Park Limited for the year ended 31st March, 2015, as stipulated in Clause 52 of the Listing Agreement of the said Company with the Stock Exchange in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our review was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Sushil Upadhyay & Associates.
Chartered Accountants
Sd/-
(CA.Sushil Upadhyay)
Proprietor
M.No: 511930

Place: New Delhi
Date: 18/08/2015



COMPLIANCE WITH CODE OF BUSINESS CONDUCT

As provided under Clause 52 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2015.

**By Order of the Board
For Eco Friendly Food Processing Park Limited**

**Sd/-
BRIJ KISHORE SABHARWAL
DIN: 01303907
Executive Director**

**Date: 18/08/2015
Place: New Delhi**

**ANNUAL DECLARATION BY CEO / MANAGING DIRECTOR PURSUANT TO CLAUSE
52(1)(D)(ii) OF THE LISTING AGREEMENT**

I, Brij Kishore Sabharwal, Executive Director of Eco Friendly Food Processing Park Limited hereby declare that all the members of the Board of Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them as laid down by the Company in terms of Clause 52(1)(D)(ii) of the Listing Agreement entered into with the Stock Exchanges for the financial year ended 31st March, 2015.

**By Order of the Board
For Eco Friendly Food Processing Park Limited**

**Sd/-
BRIJ KISHORE SABHARWAL
DIN: 01303907
Executive Director**

**Date: 18/08/2015
Place: New Delhi**



**CERTIFICATION BY THE DIRECTOR ON FINANCIAL STATEMENTS OF THE COMPANY
UNDER CLAUSE 52(V) OF THE LISTING AGREEMENT**

I, Brij Kishore Sabharwal, Executive Director of Eco Friendly Food Processing Park Limited, certify that:

(a) I have reviewed the financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:

- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

(b) There are, to the best our knowledge the belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

(c) We are responsible for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the auditors and the Audit Committee:

- (i) significant changes in internal control over financial reporting during the year;
- (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**By Order of the Board
For Eco Friendly Food Processing Park Limited**

**Sd/-
BRIJ KISHORE SABHARWAL
DIN: 01303907
Executive Director**

**Date: 18/08/2015
Place: New Delhi**



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT

On macroeconomic front the financial year 2014- 15 was among the most challenging years. Recognizing the importance of Agriculture Sector, the Government during the budget 2014-15 took a number of steps for sustainable development of Agriculture. These steps include enhanced institutional credit to farmers; promotion of scientific warehousing infrastructure including cold storages and cold chains in the country for increasing shelf life of agricultural produce; Improved access to irrigation through Pradhan Mantri Krishi Sichayee Yojana; provision of Price Stabilisation Fund to mitigate price volatility in agricultural produce; Mission mode scheme for Soil Health Card; Setting up of Agri-tech Infrastructure fund for making farming competitive and profitable; provide institutional finance to joint farming groups of "Bhoomi Heen Kisan" through NABARD; development of indigenous cattle breeds and promoting inland fisheries and other non-farm activities to supplement the income of farmers.

OPPORTUNITIES AND THREATS

Your Company being an agricultural Company seeks opportunities and making efforts to fully utilize it. The Immediate challenge to the Ministry of Agriculture when the new Government had taken over, was to sustain the increasing agricultural output of the country in the face of impending deficit rainfall in this year 2014-15.

- An allocation of Rs. 50 crore for development of indigenous cattle breed has been provided.
- Target for providing institutional agricultural credit to farmers during 2014-15 has been enhanced to Rs. 8 lakh crore which is expected to surpass.
- Agriculture credit at a concessional rate of 7% with an interest subvention of 3% for timely repayment will continue during 2014-15.
- An allocation of Rs. 5,000 crore for 2014-15 has been made for scientific warehousing infrastructure for increasing shelf life of agricultural produce and thereby increasing the earning capacity of farmers.
- To mitigate price volatility in the agricultural produce a sum of Rs. 500 crore has been provided for Price Stabilization Fund.
- Setting up of Agriculture Infrastructure Fund of Rs.100 crores to encourage research and development in the critical area.

It has highlighted various challenges and reforms in the agriculture sector. According to the survey, GDP declined to 15.2% during the Eleventh Plan and then further decreased to 13.9% in 2013-14. There also has been decrease in the number of cultivators from 127.3 million (Census 2001) to 118.7 million (Census 2011).

OUTLOOK

Results of FICCI's latest Economic Outlook Survey point towards a recovery in the year 2014-15. The median GDP growth forecast is estimated at 5.5% for 2014-15, with a minimum and maximum range of 5.0% and 6.0% respectively. The industrial sector is projected to witness an uptick, with a median growth forecast of 3.3% in 2014-15. Though both agriculture and services sector growth are likely to be in line with broad expectations, pressure might arise on agriculture sector with chances of El Nino effect marring growth prospects next year.



INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper adequate internal control system to ensure that all the assets are safe guarded and protected against the loss from unauthorized used or disposition and that transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive internal audit, periodical review by the management and documented policies, guidelines and procedures. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

FINANCIAL AND OPERATIONAL PERFORMANCE

Share Capital

The Paid up Share Capital of the Company as on 31st March, 2015 stands at Rs. 247,650,000 divided into 2,47,65,000 equity shares of Rs. 1/- each fully paid up.

Reserves and Surplus

The Reserves and Surplus is Rs. 968.27 Lacs as on the end of the Current year.

Total Income

During the year under consideration, total income of Rs. 330.26 Lacs against Rs.292.29 Lacs in the previous year.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

There has been no material development on the Human Resources front during the year. as on 31st March, 2015.

The Company continues to lay emphasis on developing and facilitating optimum human performance. Performance management was the key word for the Company this year.

By Order of the Board
For Eco Friendly Food Processing Park Limited
Sd/-
BRIJ KISHORE SABHARWAL
DIN: 01303907
Executive Director

Date: 18/08/2015
Place: New Delhi



SUSHIL UPDHYAY & ASSOCIATES

Chartered Accountants

C-1/304, Khajoori khas, Delhi- 110094

Mob.:91-9871740495

E-mail : sushil.ca@gmail.com

INDEPENDENT AUDITORS' REPORT

TO,

THE MEMBERS

M/S ECO FRIENDLY FOOD PROCESSING PARK LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **ECO FRIENDLY FOOD PROCESSING PARK LIMITED** (CIN: L45209DL2008PLC181131) ("the company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.



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We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) Company does not have any branch office accordingly reports on the accounts of the branch offices of the Company audited under Section 143(8) of the Act are not applicable.



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- d) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- f) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.

For M/s Sushil Upadhyay & Associates

Chartered Accountants

(CA. Sushil Upadhyay)

Proprietor

M.No.: 511930

FRN: 018851C

Date: New Delhi

Place: 30.05.2015



ECO FRIENDLY FOOD PROCESSING PARK LIMITED

Annexure to the Auditors' Report

Companies (Auditor's Report) Order, 2015 ("the Order")

The Annexure referred to in our report to the members of **ECO FRIENDLY FOOD PROCESSING PARK LIMITED** for the year Ended on 31st March 2015. We report that:

1. (a) Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) As explained to us, the management has physically verified the fixed assets during the year and there is a regular programme of verification which, in our opinion, is reasonable having regards to the size of the company and the nature of the assets. No discrepancies were noticed on such verification.
2. In respect of its inventories:
 - (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) The Company has maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on physical verification.
3. (a) Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.

(b) In view of our comment in paragraph (a) above, clause (iii) (a) and (b) of paragraph 3 of the aforesaid order are not applicable to the company.
4. In our opinion and according to the information and explanation given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.
5. Company has not accepted deposits from public. Hence provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, do not apply to this company.



6. The Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act for any of the products manufactured/services rendered by the Company.
7. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Wealth tax, Sales tax, Excise Duty, Cess, Employees' State Insurance and Investor Education and Protection Fund.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.

(c) According to the records of the Company, there is no amount which requires to be transferred to investor education and protection fund. Therefore, the provision of clause 3 (viii) (c) of the Companies (Auditor's Report) Order, 2015 are not applicable to the Company.
8. Company does not have accumulated losses at the end of the year.
9. In our opinion and according to the information and explanation given to us, the company has not take any loan from financial institution and bank hence clause 9 of the CARO 2015 is not applicable.
10. The Company has not given any guarantee for the loans taken by others from bank & financial Institutions.
11. In Our Opinion and according to the information and explanations given to us, company does not have any term loans.
12. Based upon the audit procedures performed and according to the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year.

For M/s Sushil Upadhyay & Associates

Chartered Accountants

(CA. Sushil Upadhyay)

Proprietor

M.No.: 511930

FRN: 018851C

Date: New Delhi

Place: 30.05.2015



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ECO FRIENDLY FOOD PROCESSING PARK LIMITED
Reg. Office: 49, Gujrawala Town, Part II New Delhi- 110009
CIN: L45209DL2008PLC181131
Balance Sheet as at 31.03.2015

(Amount in Rs)

Particulars		Note No.	As at 31.03.2015	As at 31.03.2014
I.	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	1	247,650,000.00	99,060,000.00
	(b) Reserves and surplus	2	96,826,707.20	84,581,952.18
2	Share Application Money		-	
3	Non - Current Liabilities			
	(a) Other Long term Liabilities	3	5,592,110.52	-
4	Current liabilities			
	(a) Short term Borrowings	4	3,012,085.00	18,537,949.00
	(b) Trade payables	5	3,319,000.00	6,689,536.00
	(c) Other current liabilities	5	652,621.00	2,284,712.00
	(d) Short term provisions	6	435,992.00	380,507.00
	TOTAL		357,488,515.72	211,534,656.18
II.	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	7	168,326,904.58	121,428,530.68
	(i) Intangible assets		-	-
	(b) Investments	8	3,000,000.00	1,000,000.00
	(c) Long Term Loans & Advances	9	3,237,400.00	1,751,500.00
	(d) Other non-current assets	10	5,268,626.00	4,981,335.00
2	Current assets			
	(a) Inventories	11	4,395,000.00	4,265,320.00
	(b) Trade receivables	12	7,775,000.00	179,173.00
	(c) Cash and cash equivalents	13	3,869,433.14	996,554.50
	(d) Short-term loans and advances	14	161,069,000.00	76,932,243.00
	(e) Other current assets	15	547,152.00	-
	TOTAL		357,488,515.72	211,534,656.18
	The accompanying notes form an integral part of these financial statements.	19		



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For SUSHIL UPADHYAY & ASSOCIATES

Chartered Accountants

**Sd/-
(CA SUSHIL UPADHYAY)
Prop.**

**Membership No.: 511930
FRN:018851C**

**Place : New Delhi
Dated: 30.05.2015**

**For & On Behalf of Board of Directors
ECO FRIENDLY FOOD PROCESSING
PARK LIMITED**

**Sd/-
BRIJ KISHORE
SABHARWAL
(Director)**

DIN: 01303907

**Sd/-
SATENDER
KUMAR
(Director)**

**DIN:
06985603**



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ECO FRIENDLY FOOD PROCESSING PARK LIMITED
Reg. Office: 49, Gujrawala Town, Part II New Delhi- 110009
CIN: L45209DL2008PLC181131

Profit and loss statement for the year ended 31.03.2015

(Amount in Rs)

Particulars		Note No.	As at 31.03.2015	As at 31.03.2014
I.	Revenue from Operations (Gross)	14A	31,795,725.00	27,997,944.00
II.	Other Income	14B	1,230,094.00	1,231,415.00
III.	Total Revenue (I + II)		33,025,819.00	29,229,359.00
IV.	Expenses:			
	Changes in inventories of finished goods work-in-progress	15	(129,680.00)	2,709,680.00
	Employee benefits expense	16	1,704,426.00	1,233,761.00
	Depreciation expense	17	12,926,600.73	5,608,313.32
	Other expenses	18	5,887,662.25	5,778,301.62
	Total expenses		20,389,008.98	15,330,055.94
V.	Profit before exceptional and extraordinary items and tax (III-IV)		12,636,810.02	13,899,303.06
VI.	Exceptional items		-	-
	Loss on Sale of Fixed Assets		-	-
VII.	Profit before extraordinary items and tax (V - VI)		12,636,810.02	13,899,303.06
VIII.	Extraordinary Items		-	-
IX.	Profit before tax (VII- VIII)		12,636,810.02	13,899,303.06
X	Tax expense:			
	(1) Current tax		392,055.00	380,507.64
	(2) Deferred tax		-	-
	(3) Previous Year Tax		-	-
XI	Profit (Loss) for the period from continuing operations (VII-VIII)		12,244,755.02	13,518,795.43
XII	Profit/(loss) from		-	-



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	discontinuing operations			
XIII	Tax expense of discontinuing operations		-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV	Profit (Loss) for the period (XI + XIV)		12,244,755.02	13,518,795.43
XVI	Earnings per equity share:			
	(1) Basic		0.09	1.36
	(2) Diluted		0.09	1.36
	The accompanying notes form an integral part of these financial statements.			

For SUSHIL UPADHYAY & ASSOCIATES

Chartered Accountants

**For & On Behalf of Board of Directors
ECO FRIENDLY FOOD PROCESSING
PARK LIMITED**

**Sd/-
(CA SUSHIL UPADHYAY)
Prop.**

**Membership No.: 511930
FRN:018851C**

**Place : New Delhi
Dated: 30.05.2015**

**Sd/-
BRIJ KISHORE
SABHARWAL
(Director)
DIN: 01303907**

**Sd/-
SATENDER
KUMAR
(Director)
DIN:
06985603**



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Cash Flow Statement For the Year Ending 31-March 2015

(Amount in Rs.)

Particulars	31.03.2015	31.03.2014
<u>(A) CASH FLOW FROM OPERATING ACTIVITIES:-</u>		
1.Net profit before tax	12,636,810.02	13,899,303.06
2.Adjustment for:		
Add: Depreciation & Amortisation Expenses	12,926,601.10	5,608,313.31
Add: Expenses Written off	1,206,050.00	1,036,051.00
Less: Interest Received	(1,230,094.00)	(1,231,415.00)
Operating Profit before Working capital changes	25,539,367.12	19,312,252.38
3.Working Capital Changes:		
Decrease (Increase) in Trade & Other Receivables	(7,595,827.00)	2,941,336.00
Decrease (Increase) in Inventories	(129,680.00)	2,709,680.00
Increase (Decrease) in Trade & Other Payables	(3,370,536.00)	6,689,536.00
Increase (Decrease) in Current Liabilities & Provisions	(1,588,152.00)	1,914,277.00
Increase (Decrease) in Other Long term Liabilities	5,592,110.52	-
Increase (Decrease) in Other Current Assets	(547,152.00)	-
Net Changes in Working Capital	(7,639,236.48)	14,254,829.00
Cash Generated from Operations	17,900,130.64	33,567,081.38
Adjustment of Taxes	380,509.00	199,509.00
Net Cash Flow from Operating Activities (A)	17,519,621.64	33,367,572.38
<u>B. CASH FLOW FROM INVESTING ACTIVITIES :</u>		
Purchase of Fixed Assets	59,824,975.00	13,004,100.00
Purchase of Investments	2,000,000.00	1,000,000.00
Increase in Other Non Current Assets	1,493,341.00	2,565,968.00
Increase in Long Terms Loans & Advances	1,485,900.00	-
Increase in Short Terms Loans & Advances	84,136,757.00	(16,466,605.00)
Interest Received	(1,230,094.00)	(1,231,415.00)



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Net Cash Flow from Investing Activities (B)

147,710,879.00	(1,127,952.00)
----------------	----------------

C.CASH FLOW FROM FINANCING ACTIVITIES :

Issue of share capital and Proceeds from Share Application Money

148,590,000.00	-
----------------	---

Increase in Short Terms Borrowings

(15,525,864.00)	(39,290,000.00)
-----------------	-----------------

Net Cash Flow from Financing Activities (C)

133,064,136.00	(39,290,000.00)
----------------	-----------------

Net Increase / (Decrease) in Cash & Cash Equivalents (A-B+C)

2,872,878.64	(4,794,475.62)
--------------	----------------

Cash and cash equivalents at the beginning of the year / Period

996,554.50	5,791,030.12
------------	--------------

Cash and cash equivalents at the end of the year/ Period

3,869,433.14	996,554.50
--------------	------------

* Note: The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard (AS) - 3 on Cash Flow Statements" issued by the Institute of Chartered of Accountants of India.

ECO FRIENDLY FOOD PROCESSING PARK LIMITED

**For SUSHIL UPADHYAY & ASSOCIATES
Chartered Accountants**

Sd/-
(CA SUSHIL UPADHYAY)
Prop.
Membership No.: 511930
FRN:018851C
Place : New Delhi
Dated: 30.05.2015

Sd/-
BRIJ KISHORE
SABHARWAL
(Director)
DIN: 01303907

Sd/-
SATENDER KUMAR
(Director)
DIN: 06985603



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ECO FRIENDLY FOOD PROCESSING PARK LIMITED
Reg. Office: 49, Gujrawala Town, Part II New Delhi- 110009
CIN: L45209DL2008PLC181131

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED ON 31 March 2015

NOTE 1

SHARE CAPITAL

Particulars	As at 31.03.2015	As at 31.03.2014
<u>Authorised</u>		
- 25,00,00,000 Equity Shares of Re 1.00 each (P.Y. 2,50,00,000 Equity Shares of Rs 10.00 each)	250,000,000.00	250,000,000.00
<u>Issued</u>		
24,76,50,000 Equity Shares of Re 1.00 each (P.Y. 2,47,65,000 Equity Shares of `10.00 each)	247,650,000.00	99,060,000.00
<u>Subscribed & Paid up</u>		
24,76,50,000 Equity Shares of Re 1.00 each (P.Y. 2,47,65,000 Equity Shares of `10.00 each)	247,650,000.00	99,060,000.00
Total	247,650,000.00	99,060,000.00



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NOTE 1 A

Reconciliation of number of shares:

Particulars	Equity Shares-31.03.2015		Equity Shares-31.03.2014	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year*	99,060,000	99,060,000.00	9,906,000	99,060,000.00
Shares Issued during the period**	148,590,000	148,590,000.00	-	-
Shares bought back during the period	-	-	-	-
Shares outstanding at the end of the period	247,650,000	247,650,000.00	9,906,000	99,060,000.00

*The Equity Shares of Rs. 10/- (Ten) each of the Company were sub-divided into Equity Shares of Rupee 1/- (One) through Resolution passed in by the Shareholders in their EGM held on dated 20th December, 2015.

**The Company has originally issued 1,48,59,000 Equity Shares of Rs 10/- each on 23rd Day of May of 2014, but on 20th Day of December of 2014 Company held EGM and sub-divided face value of its shares from Rs 10/- each to Re 1/- each as per the provision of Companies Act, 2013.

NOTE I B

Details of Shareholders holding more than 5% shares as at 31.03.2015:

S.No.	Name of Shareholder	As at 31 March 2015		31 March 2014	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	B.K.Sabharwal	49,230,000	19.88%	1,906,000	19.24%

NOTE

1C

Details of shares allotted as fully paid by way of bonus shares:



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Particulars	As at 31 March 2015	As at 31 March 2014
	No. of Shares	No. of Shares
Equity shares allotted as bonus shares	Nil	Nil
Total	Nil	Nil

NOTE 2

RESERVE AND SURPLUS

Particulars	As at 31 March 2015	As at 31 March 2014
a. Surplus in the Profit and Loss		
Opening balance	31,714,452.18	18,207,612.12
(+) Net Profit/(Net Loss) For the current year	12,244,755.02	13,506,840.06
	43,959,207.20	31,714,452.18
Less : Deductions during the year		-
Closing Balance	43,959,207.20	31,714,452.18
b. Securities Premium Account		
Opening balance	52,867,500.00	52,867,500.00
Add : Addition during the year	-	-
	52,867,500.00	52,867,500.00
Less : Deductions during the year		-
Closing Balance	52,867,500.00	52,867,500.00
Total	96,826,707.20	84,581,952.18

NOTE 3

OTHER LONG TERM LIABILITIES



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Particulars	As at 31 March 2015	As at 31 March 2014
Other Long Term Liabilities	5592110.52	-
Total	5,592,110.52	-

NOTE 4

SHORT TERM BORROWINGS

Particulars	As at 31 March 2015	As at 31 March 2014
Unsecured Inter Corporate Loans	-	-
	3,012,085.00	18,537,949.00
Total	3,012,085.00	18,537,949.00

NOTE 5

TRADE PAYABLE & OTHER CURRENT LIABILITIES

Particulars	As at 31 March 2015	As at 31 March 2014
a. Trade Payables		
Trade Payables	3,319,000.00	6,689,536.00
(As informed to us there was no supplier who was registered under "The Micro, Small and Medium Enterprises (Development) Act,2006".		
b. Other Liabilities		
Other Current Liabilities	652,621.00	2,284,712.00
Total	3,971,621.00	8,974,248.00



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NOTE 6

SHORT TERM PROVISIONS

Particulars	As at 31 March 2015	As at 31 March 2014
TDS Payable	43,939.00	-
Provision for Taxation	392,053.00	380,507.00
Total	435,992.00	380,507.00

NOTE 8

INVESTMENTS

Particulars	As at 31 March 2015	As at 31 March 2014
Investment in Satkar Finlease Ltd.	1,000,000.00	1,000,000.00
Investment in Mayur Development and Leasings Ltd.	2,000,000.00	-
Total	3,000,000.00	1,000,000.00

NOTE 9

LONG TERM LOAN & ADVANCES

Particulars	As at 31 March 2015	As at 31 March 2014
Security Deposits	3,237,400.00	1,751,500.00
Total	3,237,400.00	1,751,500.00

NOTE 10

OTHER NON CURRENT ASSETS

Particulars	As at 31 March 2015	As at 31 March 2014
-------------	---------------------	---------------------



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Miscellaneous Expenditure	3,228,626.00	2,601,335.00
Deferred Revenue Expenditure	2,040,000.00	2,380,000.00
Total	5,268,626.00	4,981,335.00

NOTE

**11
INVENTORIES**

Particulars	As at 31 March 2015	As at 31 March 2014
(As per Note no. 15)		
a. Finished Goods	261,362.00	253,650.00
b. Semi Finished Goods	4,133,638.00	4,011,670.00
Total	4,395,000.00	4,265,320.00

NOTE 12

TRADE RECEIVABLES

Particulars	As at 31 March 2015	As at 31 March 2014
Trade Receivables outstanding for a period exceeding six months (Unsecured Considered Good)	-	-
Other Trade Receivables (Unsecured Considered Good)	7,775,000.00	179,173.00
Total	7,775,000.00	179,173.00



NOTE 13

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CASH AND CASH EQUIVALENTS

Particulars	As at 31 March 2015	As at 31 March 2014
a) Balances with Banks		
-Current Accounts	3,180,385.57	661,933.20
b) Cash on Hand	689,047.57	334,621.30
Total	3,869,433.14	996,554.50

NOTE 14

SHORT TERM LOANS AND ADVANCES

Particulars	As at 31 March 2015	As at 31 March 2014
(Unsecured, Considered Good)		
Loan to Companies	161,069,000.00	76,932,243.00
Total	161,069,000.00	76,932,243.00

NOTE 15

OTHER CURRENT ASSETS

Particulars	As at 31 March 2015	As at 31 March 2014
TDS Receivable	547,152.00	-
Total	547,152.00	-



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NOTE 14A REVENUE FROM OPERATIONS

Particulars	As at 31 March 2015	As at 31 March 2014
Revenue From operations		
Sale of products	31,795,725.00	27,997,944.00
Total	31,795,725.00	27,997,944.00

NOTE 14B

OTHER INCOME

Particulars	As at 31 March 2015	As at 31 March 2014
Interest	1,230,094.00	1,231,415.00
Total	1,230,094.00	1,231,415.00

NOTE 15

CHANGES IN INVENTORIES OF FINISHED GOODS AND SEMI FINISHED GOODS

Particulars	As at 31 March 2015	As at 31 March 2014
(a) Finished Goods		
Opening Stock	253,650.00	1,450,000.00
Less : Closing Stock	261,362.00	253,650.00
Increase(-)/Decrease in Inventory of Finished Goods (A)	(7,712.00)	1,196,350.00
(b) Semi-Finished Goods		
Opening Stock	4,011,670.00	5,525,000.00



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Less : Closing Stock	4,133,638.00	4,011,670.00
Increase in Inventory of Semi Finished Goods (B)	(121,968.00)	1,513,330.00
Increase in Inventories (A + B)	(129,680.00)	2,709,680.00

NOTE 16

EMPLOYEE BENEFITS EXPENSE

Particulars	As at 31 March 2015	As at 31 March 2014
Director Remuneration	240,000.00	240,000.00
Salaries and Wages	1,358,794.00	993,761.00
Staff Welfare	105,632.00	-
Total	1,704,426.00	1,233,761.00

NOTE 17

DEPRECIATION EXPENSES

Particulars	As at 31 March 2015	As at 31 March 2014
Depreciation	12,926,600.73	5,608,313.32
Total	12,926,600.73	5,608,313.32

NOTE 18

OTHER EXPENSES

S.No.	Particulars	As at 31 March 2015	As at 31 March 2014
1	Plantation and Cultivation	1,109,550.00	1,087,570.00
2	Travelling & Conveyance	237,228.00	154,195.00



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3	Power & Fuel	572,620.00	791,077.00
4	Rent	90,000.00	90,000.00
5	Auditors Remuneration	20,000.00	11,236.00
6	Office Maintenance	32,156.00	83,645.00
7	Repairs & Maintenance	58,450.00	103,695.00
8	Printing & Stationary	237,003.00	72,366.00
9	Bank Charges	1,248.13	1,030.62
10	Legal & Professional Charges	161,372.00	204,780.00
11	Market Making Expenses	134,832.00	380,220.00
12	Other expenses	54,924.60	162,580.00
13	Brokeage Expenses	-	12,600.00
14	Preliminary exps	1,206,050.00	1,036,051.00
15	Business Promotions	685,743.00	668,795.00
16	Courier Expenses	84,708.00	3,230.00
17	Telephone Exp.	15,546.00	22,339.00
18	Advertisement Expenses	140,743.00	21,040.00
19	Filing Fees	72,039.00	740,500.00
20	Listing Fee	432,586.00	98,031.00
21	Custodian Fees	84,324.00	28,090.00
22	Domain Charges	-	2,585.00
23	Web Charges	2,000.00	1,600.00
24	Insurance Exp.	146,350.00	1,046.00
25	ROC Fees	11,016.00	-
26	NSDL	39,051.00	-
27	Interest Paid on Car Loan	258,122.52	-
Total		5,887,662.25	5,778,301.62



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Note:

S.No	Audit fees	As at 31 March 2015	As at 31 March 2014
1	Payments to Statutory Auditors a. auditor,	20,000.00	11,236.00

**Note 7
Fixed Assets**

Gross Block						Depreciaton				Net Block	
S.No.	Particulars	Value as on 01.04.2014	Addition during the year	Deduction during the year	Value as on 31.03.2015	Value as on 01.04.2014	Addition during the year	Deduction during the year	Value as on 31.03.2015	WDV as on 31.03.2015	WDV as on 31.03.2014
I	<u>Tangible Assets</u>										
1	Computer & Software	206,000.00	-	-	206,000	107,663.00	45,636.44	-	153,299	52,701	98,337.00
2	Television	27,900.00	-	-	27,900	3,859.62	12,224.03	-	16,084	11,816	24,040.38
3	Mobile	37,500.00	-	-	37,500	9,706.70	15,249.40	-	24,956	12,544	27,793.30
4	Fencing Wire	2,250,000.00	-	-	2,250,000	47,366.14	582,525.16	-	629,891	1,620,109	2,202,633.86
5	Paper Sedder		9,975	-	9,975	-	2,228.14	-	2,228	7,747	-
6	Car		7,365,000	-	7,365,000	-	409,662.66	-	409,663	6,955,337	-
7	Agriculture Equipments	756,000.00	-	-	756,000	26,217.87	191,050.20	-	217,268	538,732	729,782.13
8	Storage Structures	4,080,200.00	-	-	4,080,200	56,880.92	1,077,402.77	-	1,134,284	2,945,916	4,023,319.08
9	Leasehold Agriculture Land & Site Development	67,156,000.00	-	-	67,156,000	-	-	-	-	67,156,000	67,156,000.00
10	Organic Vergin Land	57,040,000.00	39,950,000	-	96,990,000	10,454,383.56	9,818,202.06	-	20,272,586	76,717,414	46,585,616.44
11	Internal Road through levelling	-	12,500,000	-	12,500,000	-	369,625.80	-	369,626	12,130,374	-
12	Tractor			-				-			



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	1,093,270.00	-		1,093,270	512,262	402,794.45		915,056	178,214	
Total Tangible Assets	132,646,870.00	59,824,975.00	-	192,471,845.00	11,218,339.31	12,926,600.73	-	24,144,940.40	168,326,904.60	120,847,522.19
Previous Year	119,642,770.00	13,004,100.00		132,646,870.00	5,610,026.00	5,608,313.32		11,218,339.32	121,428,530.68	114,032,744.00

Note 19

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS

1 SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Accounting

The financial statements are prepared under the historical cost convention on the concept of a going concern, in accordance with the Generally Accepted Accounting Principles and mandatory Accounting Standards as notified under Rule 7 of the Companies (Accounts) Rules, 2014 which is similar to provisions and presentational requirements of the Companies Act, 2013.

1.2 Recognition of Income

Sales represent invoiced Value of goods Sold. Other Income is recognised and accounted for on accrual basis unless otherwise stated.

1.3 Tangible Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

1.3(a). Depreciation



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Depreciation on Fixed Assets (except Land) is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided (Except Land) based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. As certified by the Management Depreciation on Development of Land to organic farming is to be provided equally over the period of ten years.

1.4 Contingent Liability

The contingent liabilities, if any, are disclosed in the Notes to Accounts. Provision is made in the accounts, if it becomes probable that there will be outflow of resources for settling the obligation.

1.5 Events occurring after the balance sheet date

Adjustments to assets and liabilities are made for events occurring after the balance sheet date to provide additional information materially affecting the determination of the amounts of assets or liabilities relating to conditions existing at the balance sheet date.

1.6 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year/ period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year/ period.

1.7 Use of estimates

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

1.8 Foreign Currency Transaction

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction. Monetary items denominated in foreign currencies at the year end are translated at the rate ruling at the year end rate.



2 NOTES TO THE ACCOUNTS

- 2.1 The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.
- 2.2 All the investments made by the company are valued at Cost .
- 2.3 Managerial Remuneration
- 2.4 Inventories are valued at cost or net realisable value whichever is less and Semi finished goods are valued at cost incurred till 31st March, 2015.
All schedules annexed to and form integral part of the Balance Sheet and Profit & Loss
- 2.5 Account.
- 2.6 **Related Party Transactions**
As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

- (i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

S No.	Name of the Related Party	Relationship
1	Brij Kishor Sabharwal	Key Managerial Person (Director of the Company)

- (ii) Transactions during the year with related parties :

Sr. No.	Nature of Transactions	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Total
1	Allotment of Equity Shares (30,170,000 of Re. 1 Each)	30,170,000.00	30,170,000.00



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2.9 EARNINGS PER SHARE

S.No	Particulars	As at 31 March 2015
1	Profit for Basic Earning Per Share as per Statement of Profit and Loss	12,244,755.02
2	Weighted Average Number of Equity Shares* (Nos)	136,919,918
3	Earning Per Share (Basic and Diluted)	0.09
4	Face Value per Share	1.00

*The Company has sub-divided the Equity shares from Rs 10/- to Re 1/-.

In Terms of our Report attached

**For SUSHIL UPADHYAY & ASSOCIATES
Chartered Accountants**

**Sd/-
(CA SUSHIL
UPADHYAY
)
Prop.
Membership
No.: 511930
FRN:018851C**

**Place : New
Delhi
Dated:
30.05.2015**

For & On Behalf of Board of Directors

**ECO FRIENDLY FOOD PROCESSING PARK
LIMITED**

**Sd/-
BRIJ KISHORE
SABHARWAL**

**(Director)
DIN: 01303907**

**Sd/-
SATENDER KUMAR**

**(Director)
DIN: 06985603**



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

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 07th Annual General Meeting of the company, to be held on Tuesday, the 15th day of September,2015 at 10:00 a.m. at Navkar Tirth Atisey Ksetra,Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015		
2.	Re-appointment of M/s Sushil Upadhyay & Associates, Chartered Accountants (Firm Registration No. 020422N) as Statutory Auditors & fixing their remuneration		
3.	To appoint Mr. Sujit kumar Gupta (DIN: 06642102)AS AN Independent Director		
4.	To appoint Mr. Satender Kumar (DIN: 06985603) as a Director liable to retire by rotation.		
5.	To appoint Ms. Deepika Garg (DIN: 00502941) as an Independent Director		

* Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 20__

Affix Revenue Stamps

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder
across Revenue Stamp**Note:**

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.



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

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

7th Annual General Meeting on Tuesday, the 15th day of September, 2015 at 10:00 a.m. at Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi.

Full name of the members attending _____

(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 7th Annual General Meeting on Tuesday, the 15th day of September, 2015 at 10:00 a.m. at Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) A Proxy need not be a member of the Company.
- 3) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 4) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.