



Esteem Bio Organic Food Processing Ltd.

49, Gujrawal Town Part-II,
New Delhi-110009

Ph.: 011-32961926

E-mail: esteembio@yahoo.com

Website: www.esteembioorganic.com

CIN: L74899DL1995PLC071220

To,

Date: 10.03.2018

Department of Corporate Services,
BSE Limited
25th Floor, P.J. Towers,
Dalal Street, Mumbai- 400001

Security Code: 534927, Security ID: EBFL

Subject: Submission of Annual Report for 2016-17

Dear Sir/Madam,

Please Find enclosed herewith Annual Report for the Financial Year 2016-17 of ESTEEM BIO ORGANIC FOOD PROCESSING LTD as per Regulation 34 (1) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Kindly update the same in your Records.

For Esteem Bio Organic Food Processing Limited

Brij Kishore Sabharwal
Director



Annual Report of
“Esteem Bio Food
Processing Limited”

{2016-17}

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Brij Kishore Sabharwal	-	Non Independent Director (Non-executive Director)
Mr, Sujit Gupta Kumar	-	Independent Director (Non-executive Director)
Mr. Sushil Kumar	-	Independent Director (Non-executive Director)

COMPANY SECRETARY & COMPLIANCE OFFICER

Website: www.esteembio.com

Email: esteembio@yahoo.com

BANKERS

HDFC Bank Limited

Punjab National Bank

STATUTORY AUDITORS

M/s Sushil Upadhyay & Associates

Chartered Accountants

C-1/304, St. No.25, KhajooriKhas,
Delhi-110094

CORPORATE IDENTIFICATION NUMBER (CIN)

L74899DL1995PLC071220

REGISTERED OFFICE

49, GUJRAWALA TOWN, PART-II,
NEW DELHI-110009

Website: www.esteembioorganic.com

Email: esteembio@yahoo.com

REGISTRAR AND TRANSFER AGENT

MAS Services Limited

T-34, 2nd Floor,

Okhla Industrial Area, Phase -II

New Delhi - 110020

Tel.: 011-26387281-82-83

Fax No. - +91-11-2638 7384

Email: mas_serv@yahoo.com, info@masserv.com

ANNUAL GENERAL MEETING

Day & Date : Tuesday, 26th September, 2017

Time : 09:15 A.M.

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

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ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED

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

Tel.: +91-11- 65554112; **Fax:** +91-11- 65554112

CIN: L74899DL1995PLC071220

Email: esteembio@yahoo.com **Website:** www.esteembioorganic.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that Annual General Meeting of the members of **ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED** will be held on Tuesday 26th September , 2017 at 09:15 A.M at **Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevera More, Rohtak Road, Delhi** to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopted the audited Balance sheet of the Company as at March 31, 2017, the statement Profit & Loss Account, Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditor's thereon.
2. To Appoint a Director in place of **Mr. Brij Kishore Sabharwal**, who retires by rotation and being eligible offer himself for re - appointment.
3. Ratification of **M/s. Sushil Upadhyay & Associates, Chartered Accountants, having (Firm registration no. 025449N)** as Statutory Auditor of the Company to hold the office from the conclusion of this Annual General Meeting till the Conclusion of Three Consecutive Annual General Meeting of the Company at remuneration to be decided mutually.

Date: 30/08/2017

Place: New Delhi

By Order of the Board
For ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED

Sd/-
BRIJ KISHORE SABHARWAL
DIN: 01303907
DIRECTOR



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
3. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars for printing on the dividend warrants, if any, under their signatures to **Mas Services Limited; T - 34, Second Floor, Okhla Industrial Area, Phase - II, New Delhi - 110020.Tel: 011 - 26387281, 82, 83;Email: info@masserv.com**
5. Members holding shares in electronic form may update such details with their respective Depository Participants.
6. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from **23rd September, 2017 to 25th September, 2017 (both days inclusive)**.
7. Members seeking any information regarding accounts should write to the Company atleast seven days before the date of the meeting so as to enable the management to keep the information ready.
8. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.
9. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.
10. As per **Rule 20 (2) of Companies (Management and Administration) amendment rules, 2015 vide Notification Dated 19th March, 2015**, A Company Listed under chapter XB(Companies listed on SME exchange) or chapter XC(Companies listed on institutional trading platform without IPO) of ICDR regulations, 2009 and having its equity shares listed on a recognized stock exchange, is out of the ambit of E-voting in its General Meeting and **ESTEEM BIO ORGANIC FOOD PROCESSING LTD** is a BSE SME Listed company and E-voting is not applicable.

Date: 30/08/2017

Place: New Delhi

By Order of the Board
For ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED
Sd/-
BRIJ KISHORE SABHARWAL
DIN: 01303907
DIRECTOR

Annexure to Notice

Name	BRIJ KISHORE SABHARWAL
Age	63 years
Qualifications	Graduate, LL.B
Experience	8 years
Terms and conditions of appointment including details of remuneration	His office is liable to retire by rotation He will be entitled for remuneration as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors and approved by the members of the Company from time to time. Other terms and conditions are mentioned in the letter for appointment which is available for inspection by members on all working days except holidays from 11.00 a.m to 5.00 p.m at the registered office of the company.
Last drawn remuneration	Nil
Date of first appointment by the Board of Directors of the Company	01/03/2011
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2016-17	6
Other directorship, membership / chairmanship of committees of other board	THE FESTIVAL NETWORK LIMITED KINGDOM DIGITAL ASIA LIMITED SAROVAR ELECTRONICS PRIVATE LIMITED ECO FRIENDLY FOOD PROCESSING PARK LIMITED VISHVAS SECURITIES LIMITED
Justification for appointment of Independent Director	NA
Performance evaluation report	NA



DIRECTORS' REPORT TO THE MEMBERS

To,

**The Members
Esteem Bio Organic Food Processing Limited**

Your Directors have great pleasure in presenting the Annual Report together with the Audited Accounts of the Company for the year ended at 31st March, 2017.

FINANCIAL RESULTS

The summarized performance of the Company for the years 2015-16 and 2016 -17 is given below:

(Rupees in Lacs)

Particulars	For Financial Year Ended	
	31st March, 2017	31st March, 2016
Total Income	371.52	390.54
Total Expenditure	242.16	258.92
Profit before Tax	129.35	131.62
Less: Tax Expense	5.93	10.35
Profit / (Loss) After Tax	123.42	121.27

FINANCIAL PERFORMANCE

During the year under review, Your Company has recorded a total income of Rs. 371.52 (Lacs) against Rs. 390.54 (lacs) in the previous year. Profit after taxation for the financial year ended on 31st March, 2017 increased to Rs.123.42 against Rs. 121.27 in the previous year.

RESERVES & SURPLUS

The Reserve and Surplus is Rs. 1607.40 Lacs as on the end of the Current year and the Profit of the Current year Rs. 123.42 Lacs has been transferred to Reserve and Surplus.

DIVIDEND

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

CHANGE IN THE NATURE OF BUSINESS

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

DEPOSITS

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

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



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

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

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion.

Therefore, in accordance with 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.

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.

DETAILS PERTAINING TO REMUNERATION AS 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

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for FY 2016-17 (Rs. In Lakhs)	% increase in Remuneration in FY 2016-17**
1.	Mr. Jai Kumar, Whole Time Director (01.04.2016 to 05.02.2017)	2,40,000	N.A.
2.	Ms. Nishu Tomar, CS (01.04.2016 to 15.09.2016)	66,000	NA



During the year under review, Ms. Nishu Tomar, Company Secretary has resigned from the post w.e.f. September 15, 2016.

The number of permanent employees as on 31st March 2017 was 3.

Average of remuneration of employees excluding KMPs - Nil

No employee's remuneration for the year 2016-17 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.

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, 2017 -NOT APPLICABLE

RE-APPOINTMENT OF DIRECTORS

In accordance with Section 152 of the Companies Act, 2013 [corresponding section 255 & 256 of Companies Act 1956] read with the Articles of Association of the Company, Mr. Brij Kishore Sabharwal, Non-Executive Director of the Company, retire by rotation and are being eligible offer themselves for re-appointment at the ensuing Annual General Meeting.

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, 2017, 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.

FAMILIARIZATION PROGRAMME

The Company at its various meetings held during the Financial year 2016 -17 had familiarize the Independent Directors with regard to the roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the Business models of the Company etc. The Independent Directors have been provided with necessary documents, reports and internal policies to familiarize then with the Company's policies, procedures and practices. Periodic presentations are made to the Board and Board Committee meeting on Business and performance updates of the Company, Business strategy and risks involved.

Quarterly updates on relevant statutory changes and judicial pronouncements and encompassing important amendments are briefed to the Directors.



AUDITORS

The Board has recommended the ratification of appointment of M/s. Sushil Upadhyay & Associates, Chartered Accountants, by the shareholders in the forthcoming Annual General Meeting as required under Section 139 of the Companies Act, 2013, to the effect that their appointment if made, will be within the limits as prescribed under the provisions thereof. Your Directors recommend their Appointment as the Statutory Auditors of the Company.

In terms of the provisions of Section 139 of the Companies Act, 2013, the appointment of M/s. Sushil Upadhyay & Associates, Chartered Accountants, as the statutory of the company is placed for the ratification by the shareholders of the company to hold office from the conclusion of this meeting until the conclusion of the three consecutive annual general meeting and are eligible for appointment. The said re-appointment is subject to ratification by the members at every Annual General Meeting.

AUDITOR'S REPORT

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134(3) of the Companies Act, 2013.

INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

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, 2017 made under the provisions of Section 92 (3) of the Act in Form MGT -9 is annexed herewith as Annexure-I.

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 2016-17, Deepika Garg, has resigned from the directorship of the Company w.e.f. 17th December, 2016 and Mr. Sushil Kumar appointed in place of her as Independent Director.

The Board of Directors expressed their deep condolence on the untimely and sad demise of Late Mr. Jai Kumar on 05th February, 2017. The Board of Director took on record the invaluable contribution made by Late Mr. Jai Kumar as a Director of the Company from the time of his appointment until his death.

Later on Ms. Nishu Tomer who was appointed as Company Secretary has resigned from her post with effect from 15.09.2016.

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, 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 Six 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.

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended
1.	27.05.2016	4	4
2.	16.07.2016	4	4
3.	15.09.2016	4	4
4.	11.11.2016	4	4
5.	17.12.2016	4	4
6.	06.02.2017	3	3

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 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 Regulation 18 of **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** and Section 177 of the Companies Act, 2013 as follows:

- 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 MEETINGS OF AUDIT COMMITTEE

Name of Member	Designation	Category
Deepika Garg**	Chairman	Independent Director
Sujit Gupta Kumar	Member	Independent Director
Jai Kumar*	Member	Executive Director
Sushil Kumar*	Chairman	Independent Director

During the financial year 2016-17, Four (4) meeting of Audit Committee was held i.e. 27.05.2016, 16.07.2016, 11.11.2016 and 17.12.2016.

*Late Mr. Jai Kumar ceases to be on the Board of the Company w.e.f. 5th February, 2017.

**Ms. Deepika Garg has resigned from the Directorship of the Company w.e.f. 17th December, 2016 and Mr. Sushil Kumar was appointed as the Director of the company in place of her.

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. Ms. Deepika Garg is the Chairman of the committee.

COMPOSITION AND MEETINGS OF STAKEHOLDERS RELATIONSHIP COMMITTEE

Name of Member	Designation	Category
Deepika Garg*	Chairman	Independent Director
Sujit Kumar Gupta	Member	Independent Director
Brij Kishore Sabharwal	Member	Non-Independent Non Executive Director
Sushil Kumar*	Chairman	Independent Director

During the financial year 2016-17, Four (4) meeting of Stakeholder Relationship Committee was held i.e. 27.05.2016, 16.07.2016, 11.11.2016 and 17.12.2016.

**Ms. Deepika Garg has resigned from the Directorship of the Company w.e.f. 17th December, 2016 and Mr. Sushil Kumar was appointed as the Director of the company in place of her.

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.

NOMINATION & REMUNERATION COMMITTEE

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

The details of the Composition of the Nomination and Remuneration Committee are given below:

Name of Member	Designation	Category
Deepika Garg*	Chairman	Independent Director
Sujit Kumar Gupta	Member	Independent Director
Brij Kishore Sabharwal	Member	Non-Independent Non Executive Director
Sushil Kumar*	Chairman	Independent Director

During the financial year 2016-17, Four (4) meeting of Stakeholder Relationship Committee was held i.e. 27.05.2016, 16.07.2016, 11.11.2016 and 17.12.2016.

**Ms. Deepika Garg has resigned from the Directorship of the Company w.e.f. 17th December, 2016 and Mr. Sushil Kumar was appointed as the Director of the company in place of her.

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.”

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 has on the recommendation of the Nomination & Remuneration Committee framed a Policy for Selection and appointment of Directors, Senior management and their Remuneration. The Remuneration Policy is stated in the Corporate Governance Report.



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 Ms. Shalu Singhal, Proprietor of Shalu Singhal & 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-II.

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

As per Chapter IV Regulation 15 of SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, A Company Listed on BSE SME Platform is not required to contain Corporate Governance Report in its Annual 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

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

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

PERSONNEL

The Management-Employees relations remained very cordial throughout the year. Your Directors wish to place on record their appreciation of sincere and devoted services rendered by all the workers and staff at all levels.

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.

ACKNOWLEDGEMENTS

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous co-operation and assistance.

Dated: 30/08/2017
Place: New Delhi

For and on behalf of board of Directors
Esteem Bio Organic Food Processing Limited

Sd/-
Brij Kishore Sabharwal
Director
Din No.: 01303907

Sd/-
Sujit Gupta Kumar
Director
DIN No: 06642102

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

Annexure-I

As on financial year ended on 31.03.2017

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	L74899DL1995PLC071220
2.	Registration Date	27/07/1995
3.	Name of the Company	ESTEEM BIO ORGANIC FOOD PROCESSING 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- 65554112; Fax: 011 - 65554112 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-2016]				No. of Shares held at the end of the year[As on 31-March-2017]				% 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	51159990	-	51159990	20.58	5,11,59,990		5,11,59,990	20.58	Nil
b) Bodies Corp.									
Sub-total (A)(1)	51159990	-	51159990	20.58	5,11,59,990		5,11,59,990	20.58	Nil
(2) Foreign									
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	51159990	-	51159990	20.58	5,11,59,990		5,11,59,990	20.58	Nil
B. Public Shareholding									
1. Institutions									
Financial Institutions/ Banks	-	-	-	-	1700	-	1700	0.00	-
Sub-total	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(B)(1):-									
2. Non-Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	85663920	-	85663920	34.45	96134530	-	96134530	38.67	4.22
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2lakh	49406170	1659320	51065490	20.54	42079260	2171690	44250950	17.80	(2.74)
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	53087880	7656050	60743930	24.43	51136160	5950000	57086160	22.96	(1.47)
c) Others (specify)	-	-	-	-	-	-	-	-	-
i)HUF	-	-	-	-	-	-	-	-	-
ii)Clearing Members	-	-	-	-	-	-	-	-	-
iii)Non Resident Indians	-	-	-	-	-	-	-	-	-
iv) Trusts	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	188157970	9315370	197473340	79.42	189349950	8121690	197471640	79.42	Nil

Total Public Shareholding (B)=(B)(1)+(B)(2)	188157970	9315370	197473340	79.42	189351650	8121690	197473340	79.42	Nil
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	239317960	9315370	248633330	100.00	240511640	8121690	24,86,33,330	100.00	Nil

ii) Shareholding of Promoters-

SN	Shareholder's Name	Share holding at the beginning of the year[As on 31-March-2016]			Share holding at the end of the year[As on 31-March-2017]			% 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	5,02,72,660	20.22	-	5,02,72,660	20.22	-	Nil
2.	Amar Singh Bisht	8,87,330	0.36	-	8,87,330	0.36	-	Nil
	Total	5,11,59,990	20.58	-	5,11,59,990	20.58	-	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
1	Brij Kishore Sabharwal				

	At the beginning of the year	5,02,72,660	20.22	5,02,72,660	20.22
	At the end of the year	5,02,72,660	20.22	5,02,72,660	20.22
2	Amar Singh Bisht				
	At the beginning of the year	8,87,330	0.36	8,87,330	0.36
	At the end of the year	8,87,330	0.36	8,87,330	0.36

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	No. of shares	% of total shares of the
1.	Truckling Vinmay Trading Private Limited				
	At the beginning of the year (31.03.2016)	6735000	2.71	6735000	2.71
	At the end of the year (31.03.2017)	6735000	2.71	6735000	2.71
2.	Ashvin Verma				
	At the beginning of the year (31.03.2016)	4800000	1.93	4800000	1.93
	At the end of the year (31.03.2017)	4800000	1.93	4800000	1.93
3.	R. K. Stockholding Private Limited				
	At the beginning of the year (31.03.2016)	3985000	1.60	3985000	1.60
	At the end of the year (31.03.2017)	3985000	1.60	3985000	1.60
4.	Accurate Buildwell Private Limited				
	At the beginning of the year(31.03.2016)	3282000	1.32	3282000	1.32
	At the end of the year(31.03.2017)	3282000	1.32	3282000	1.32
5.	Scripts Pvt Ltd S S				
	At the beginning of the year(31.03.2016)	3200000	1.29	3200000	1.29
	At the end of the year(31.03.2017)	3200000	1.29	3200000	1.29
6.	River High Right Share Brokers Pvt Ltd				
	At the beginning of the year(31.03.2016)	3195000	1.29	3195000	1.29
	At the end of the year(31.03.2017)	3195000	1.29	3195000	1.29

7.	EKAPARNIK VINTRADE PRIVATE LIMITED				
	At the beginning of the year(31.03.2016)	815000	0.33	815000	0.33
	At the end of the year(31.03.2017)	3189500	1.28	3189500	1.28
8.	RUPESH JHA				
	At the beginning of the year(31.03.2016)	182000	0.07	182000	0.07
	At the end of the year(31.03.2017)	2990500	1.20	2990500	1.20
9.	Anish Kumar				
	At the beginning of the year(31.03.2016)	2800000	1.13	2800000	1.13
	At the end of the year(31.03.2017)	2800000	1.13	2800000	1.13
10.	Azad Jain Huf				
	At the beginning of the year(31.03.2016)	2559000	1.03	2559000	1.03
	At the end of the year(31.03.2017)	2559000	1.03	2559000	1.03

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 allotted shares, issued through right issue during the year.

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	5,02,72,660	20.22	5,02,72,660	20.22
	At the end of the year	5,02,72,660	20.22	5,02,72,660	20.22

v) INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	25,350,000.00	-	25,350,000.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	25,350,000.00	-	25,350,000.00
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	-	-	-
* Reduction	-	14,28,000.00	-	14,28,000.00
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	11,070,000.00	-	1,070,000.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	11,070,000.00	-	1,070,000.00

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		
		Jai Kumar	Nishu Tomar	Total
		Whole time Director	Company Secretary	
1	Gross salary	2,40,000	66,000	3,06,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL

	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5	Others, please specify	Nil	NA	NIL
	Total (A)	2,40,000	66,000	3,06,000

B. Remuneration to other directors:-

SN.	Particulars of Remuneration	Total Amount	
1	Independent Directors	N.A	N.A
	Fee for attending board committee meetings	NIL	NIL
	Commission		
	Others, please specify	NIL	NIL
	Total (1)	N.A	NIL
2	Other Non-Executive Directors	N.A	
	Fee for attending board committee meetings	NIL	NIL
	Commission	NIL	NIL
	Others, please specify	NIL	NIL
	Total (2)	NIL	NIL
	Total (B)=(1+2)		
	Total Managerial Remuneration	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.	66000	N.A.	66000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	Nil	N.A.	Nil
	(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.	66000	N.A.	66000

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

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL ENDED 31ST MARCH 2017**

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

To,
The Members,
Esteem Bio Organic Food Processing Limited
49, Gujrawala Town, Part-II
New Delhi-110009

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **M/s ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED (CIN No. L74899DL1995PLC071220) (hereinafter called the Company)**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our 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, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s Esteem Bio Organic Food Processing Limited** for the financial year ended on 31st March, 2017 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 and Overseas Direct Investment.
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
 - 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 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15th May 2015);
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. 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;
 - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

- f. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not applicable to the Company during Audit period as the Company has not introduced any such Scheme);**
- g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during Audit period as the Company has not issued any Debt Securities);**
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during Audit period as the Company has not delisted /proposes to de-list any equity shares from any stock Exchange)**
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during Audit period as the Company has not brought back / proposed to Buy back any Securities);**

(vi) As informed and certified by the Management of the Company, There are no other laws which are specifically applicable to the Company based on their sector/Industry.

(vii) We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with Stock Exchange in India.

(viii) We have relied on the Representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibly of the management. My examination was limited to the verification of procedure on test basis.

(ix) In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act, Excise & Custom Acts we have relied on the Reports given by the Statutory Auditors of the company.

(x) We have also examined compliance with the applicable clauses of the following: (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013 ;) and

(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 made effective from 1st December, 2015.

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

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

a. The Company has not appointed Company Secretary and Chief Financial Officer under Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment of and Remuneration of Managerial Personnel) Rules, 2014.

b. There were few instances where Company has given late intimation(s) to the Stock Exchange and made delay in Compliances pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;

c. The Company has not filed e form MGT 10 with Registrar of Companies, NCT of Delhi & Haryana in respect of change of Shareholding of top ten shareholders during the period under audit.

d. The management of the Company has reported and certified that the Company has obtained requisite approvals for grant of loans and advances to any party and complied with the provisions of Section 186 of the Companies Act, 2013 and any other applicable laws. However company could not produce necessary records during the audit process.

e. The Board and Committee Composition of the Company is not in compliance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Companies Act, 2013.

f. Website of the Company is not updated as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Companies Act, 2013.

g. The Company failed to file eform DIR 12 in respect of resignation of Ms. Deepika Garg, an Independent Director and Only Women Director in the Company who has resigned w.e.f. 17th December, 2016 and no intimation was given to the Stock Exchange in this respect;

h. The Company failed to file eform DIR 12 in respect of vacation of office of Mr. Jai Kumar, Executive Director of the Company due to his demise and no intimation was given to the Stock Exchange in this respect;

We further report that during the period under audit SEBI had passed an ad interim Order dated 29th June, 2015 restraining the Company from Security market.

We further report that the Company has not appointed an Independent Director after the resignation of Ms. Deepika Garg and no women director was appointed after resignation of Ms. Deepika Garg. 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 and after the demise of Mr. Jai Kumar and resignation of Ms. Deepika Garg, there are only two directors which is not in Compliance of provision of Section 3 of the Companies Act, 2013 and thus no quorum was present at the meeting of Board or its Committee after the vacation of office of Ms. Deepika Garg and Mr. Jai Kumar.

Adequate notice was 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, if any, are captured and recorded as part of the minutes.

We 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.

For Shalu Singhal & Associates

Sd/-

Company Secretaries

Shalu Singhal

Date: 10.08.2017 M.No. A32682

Place: Delhi CP No. 12329

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

To,
The Members,
Esteem Bio Organic Food Processing Limited
49, Gujrawala Town, Part-II
New Delhi-110009

Sir,

Our Secretarial Audit Report for the financial year 2016-2017 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, We followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records, labour laws records, personal records of employee(s) and Books of Accounts of the company as these do not fall under specific applicable laws.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other specific applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy effectiveness with which the management has conducted the affairs of the company.

For Shalu Singhal & Associates
Company Secretaries
Sd/-
Shalu Singhal

Date: 10.08.2017 M.No. A32682
Place: Delhi CP No. 12329



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 ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED** (CIN: L74899DL1995PLC071220) ("the company"), which comprise the Balance Sheet as at 31 March 2017, 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.

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, 2017;
- 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, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2016, we give in the "Annexure A" 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) 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.
- d) 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.
- e) On the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- g) The Company has provided requisite disclosures in its financial statements dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 23 to the financial statements.

For M/s Sushil Upadhyay & Associates
Chartered Accountants
Sd/-
(CA. Sushil Upadhyay)
Proprietor
M.No.: 511930
FRN: 018851C

Place: New Delhi
Date: 26.05.2017



ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

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

(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) The title deeds of immovable properties are held in the name of the company.
2. (a) The management has conducted the physical verification of inventory at reasonable intervals.
(b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
7. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.

- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
 9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
 10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
 11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
 12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
 13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
 14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
 15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
 16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For M/s Sushil Upadhyay & Associates
Chartered Accountants**

Sd/-

(CA. Sushil Upadhyay)

Proprietor

M.No. 511930

FRN: 018851C



ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED

“Annexure B” to the Independent Auditors’ Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED** (“the Company”) as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting



A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M/s Sushil Upadhyay & Associates
Chartered Accountants
Sd/-
(CA. Sushil Upadhyay)
Proprietor
M.No.: 511930
FRN: 018851C

Date: New Delhi
Place: 26.05.2017



Esteem Bio Organic Food Processing Limited
Reg. Office.: 49 Gujrawala Town Part II New Delhi 110009
CIN: L74899DL1995PLC071220
Balance Sheet as at 31 March, 2017

(Amount in Rs)

Particulars	Note No.	As at 31 March 2017	As at 31 March 2016
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	248,633,330.00	248,633,330.00
(b) Reserves and surplus	2	160,740,678.67	148,398,636.50
2 Share Application Money		-	-
3 Non - Current liabilities			
(a) Other Long Term liabilities	3	7,070,000.00	21,600,000.00
3 Current liabilities			
(a) Trade Payables	4	2,190,000.00	2,190,000.00
(b) Short term Borrowings	5	4,000,000.00	3,750,000.00
(c) Other current liabilities	6	8,925,657.00	7,880,937.00
(d) Short-term provisions	7	595,322.00	1,036,524.00
TOTAL		432,154,987.67	433,489,427.50
II. ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	8	168,449,344.68	183,204,573.51
(b) Non-current Investments	9	6,626,634.84	6,626,634.84
Long Term Loans and	10	3,119,534.00	3,119,534.00
Advances	11	3,027,645.00	4,150,091.00
(d) Other Non Current Assets	11	3,027,645.00	4,150,091.00
2 Current assets			
(a) Inventories	12	5,625,800.00	5,975,000.00
(b) Trade receivables	13	31,725,238.00	26,125,268.00
(c) Cash and cash equivalents	14	14,011,866.15	15,835,434.15
Short term Loans &	15	199,568,925.00	188,452,892.00
Advances	15	199,568,925.00	188,452,892.00

	TOTAL		
		432,154,987.67	433,489,427.50
The accompanying notes form an integral part of these financial statements.	22		

In terms of our report attached

**For SUSHIL UPADHYAY &
ASSOCIATES
Chartered Accountants**

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

**For and on behalf of the Board of Directors
Esteem Bio Organic Food Processing Limited**

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

**Sd/-
Sujit Gupta Kumar
(Director)
DIN: 06642102**

**Place: New Delhi
Date: 26.05.2017**

Esteem Bio Organic Food Processing Limited
Reg. Office.: 49 Gujrawala Town Part II New Delhi 110009
CIN: L74899DL1995PLC071220
Profit and loss statement for the year ended 31 March, 2017

(Amount in Rs)

S.No	Particulars	Note No.	As at 31 March 2017	As at 31 March 2016
I.	Revenue from Operations (Gross)	16	35,230,745.00	35,704,759.00
II.	Other Income	17	1,921,610.00	3,349,429.00
III.	Total Revenue (I + II)		37,152,355.00	39,054,188.00
IV.	Expenses:			
	Changes in inventories of finished goods work-in-progress	18	349,200.00	(2,450,000.00)
	Employee benefits expense	19	1,336,169.00	1,309,804.00
	Depreciation	20	14,755,228.83	20,743,586.02
	Other expenses	21	7,775,938.00	6,288,725.89
	Total expenses		24,216,535.83	25,892,115.91
V.	Profit before exceptional and extraordinary items and tax (III-IV)		12,935,819.17	13,162,072.09
VI.	Exceptional items		-	-
VII.	Profit before extraordinary items and tax (V - VI)		12,935,819.17	13,162,072.09
VIII.	Extraordinary Items		-	-
IX.	Profit before tax (VII- VIII)		12,935,819.17	13,162,072.09
X	Tax expense:			
	(1) Current tax		593,777.00	1,034,974.00
	(2) Deferred tax			-
	(3) Previous Year Tax			-
XI	Profit (Loss) for the period from continuing operations (VII-VIII)		12,342,042.17	12,127,098.09
XII	Profit/(loss) from discontinuing operations		-	-



Esteem Bio Organic
Food Processing Limited

XIII	Tax expense of discontinuing operations	-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)	-	-
XV	Profit (Loss) for the period (XI + XIV)	12,342,042.17	12,127,098.09
XVI	Earnings per equity share:		
	(1) Basic	0.05	0.05
	(2) Diluted	0.05	0.05
	The accompanying notes form an integral part of these financial statements.		

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
Date: 26.05.2017**

**For and on behalf of the Board of Directors
Esteem Bio Organic Food Processing Limited**

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

**Sd/-
Sujit Gupta Kumar
(Director)
DIN: 06642102**

Esteem Bio Organic Food Processing Limited
Reg. Office.: 49 Gujrawala Town Part II New Delhi 110009
CIN: L74899DL1995PLC071220
Cash Flow Statement
For the year ended 31-March 2017

(Amount in Rs.)

Particulars	As at 31 March 2017	As at 31 March 2016
<u>(A) CASH FLOW FROM OPERATING ACTIVITIES:-</u>		
1. Net profit before tax	12,935,819.17	13,162,072.09
2. Adjustment for:		
Add: Depreciation & Amortisation Expenses	14,755,228.83	20,743,586.02
Add: Expenses W/o	1,122,446.00	1,122,446.00
Interest Received	(1,921,610.00)	(3,349,429.00)
Operating Profit before Working capital changes	26,891,884.00	31,678,675.11
Decrease (Increase) in Trade & Other Receivables	(5,599,970.00)	(5,438,988.00)
Decrease (Increase) in Inventories	349,200.00	(2,450,000.00)
Increase (Decrease) in Trade & Other Payables	-	-
Increase (Decrease) in Current Liabilities	1,044,720.00	830,626.00
Increase (Decrease) in Other Liabilities	-	-
Net Changes in Working Capital	(4,206,050.00)	(7,058,362.00)
Cash Generated from Operations	22,685,834.00	24,620,313.11
Adjustment of Taxes	1,034,979.00	688,371.00
Net Cash Flow from Operating Activities (A)	21,650,855.00	23,931,942.11
<u>CASH FLOW FROM INVESTING ACTIVITIES :</u>		
(-) Purchase of Fixed Assets	-	(29,000,000.00)
(Increase)/Decrease in Long Term Loans & Advances	-	-
(Increase)/Decrease in Short Term Loans & Advances	(11,116,033.00)	4,606,864.00
(Increase)/Decrease in Non-Current Assets	-	-
Interest Received	1,921,610.00	3,349,429.00
Sale/ (Purchase) of Investment	-	-
Net Cash Flow from Investing Activities (B)	(9,194,423.00)	(21,043,707.00)
<u>CASH FLOW FROM FINANCING ACTIVITIES :</u>		
Issue of share capital and Proceeds from Share Application Money	-	-
Increase / (Repayment) of Short Term Borrowing	250,000.00	400,000.00
Increase / (Repayment) of Other Long term Liabilities	(14,530,000.00)	400,000.00

Preliminary Expenses incurred	-	-
Net Cash Flow from Financing Activities (C)	(14,280,000.00)	800,000.00
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	(1,823,568.00)	3,688,235.11
Cash and cash equivalents at the beginning of the year / Period	15,835,434.15	12,147,199.04
Cash and cash equivalents at the end of the year/ Period	14,011,866.15	15,835,434.15
<p>* 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.</p>		

As per our report of even date

For SUSHIL UPADHYAY & ASSOCIATES
Chartered Accountants

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

Place: New Delhi
Date: 26.05.2017

For and on behalf of the Board of Directors
Esteem Bio Organic Food Processing Limited

Sd/-
Brij Kishore Sabharwal
(Director)
DIN:01303907

Sd/-
Sujit Gupta Kumar
(Director)
DIN: 06642102

Esteem Bio Organic Food Processing Limited
Reg. Office.: 49 Gujrawala Town Part II New Delhi 110009
CIN: L74899DL1995PLC071220

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2017

NOTE 1

SHARE CAPITAL

(Amount in Rs.)

Particulars	As at 31 March 2017	As at 31 March 2016
<u>Authorised</u>		
25,00,00,000 Equity Shares of Re 1.00 each	250,000,000.00	250,000,000.00
Total	250,000,000.00	250,000,000.00
<u>Issued</u>		
24,86,33,330 Equity Shares of Rs 1.00 each	248,633,330.00	248,633,330.00
<u>Subscribed & Paid up</u>		
24,86,33,330 Equity Shares of Rs 1.00 each	248,633,330.00	248,633,330.00
Total	248,633,330.00	248,633,330.00

NOTE 1

A

Reconciliation of number of shares:

Particulars	As at 31 March 2017		As at 31 March 2016	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year*	248,633,330	248,633,330.00	248,633,330	248,633,330.00
Shares Issued during the year*	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	248,633,330	248,633,330.00	248,633,330	248,633,330.00

NOTE 1 B

Details of Shareholders holding more than 5% shares as at 31.03.2017

S.NO	Name of Shareholder	As at 31 March 2017		As at 31 March 2016	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Brij Kishore Sabharwal	50,272,660.00	20.22%	50,272,660.00	20.22%

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2017

NOTE 2
RESERVE AND SURPLUS

Particulars	As at 31 March 2017	As at 31 March 2016
-		
a. Surplus in the Profit and Loss		
Opening balance	68,142,636.50	56,015,538.41
(+) Net Profit/(Net Loss) For the current year	12,342,042.17	12,127,098.09
	80,484,678.67	68,142,636.50
Less : Deduction during the year	-	-
Closing Balance	80,484,678.67	68,142,636.50
b. Share Premium		
Opening balance	80,256,000.00	80,256,000.00
(+) Addition During the year	-	-
Closing Balance		
Total	160,740,678.67	148,398,636.50

NOTE 3
OTHER LONG TERM LIABILITIES

Particulars	As at 31 March 2017	As at 31 March 2016
-		
Other Long Term Liabilities		-
Total	7,070,000.00	21,600,000.00

NOTE 4
TRADE PAYABLES

Particulars	As at 31 March 2017	As at 31 March 2016
-		
Trade Payables	2,190,000.00	2,190,000.00
Total	2,190,000.00	2,190,000.00

NOTE 5

SHORT TERM BORROWINGS

Particulars	As at 31 March 2017	As at 31 March 2016
Unsecured Loans	4,000,000.00	3,750,000.00
Total	4,000,000.00	3,750,000.00

NOTE 6

OTHER CURRENT LIABILITIES

Particulars	As at 31 March 2017	As at 31 March 2016
-		
Other Liabilities		
(a) TDS Payable	66,001.00	109,001.00
(b) Other Current Liabilities	8,516,116.00	7,374,906.00
(c) Remuneration Payable	235,000.00	315,000.00
(d) Salary Payable	108,540.00	82,030.00
Total	8,925,657.00	7,880,937.00

NOTE 7

SHORT TERM PROVISIONS

Particulars	As at 31 March 2017	As at 31 March 2016
Income Tax Payable	595,322.00	1,036,524.00
Total	595,322.00	1,036,524.00

NOTE 9

NON CURRENT INVESTMENTS

Particulars	As at 31 March 2017	As at 31 March 2016
a) Other Investments (Valued at Cost)		
(i) Investment in Equity Instrument :-(fully paid - Quoted)	-	-

1,00,000 Shares in Satkar Finlease Ltd.	1,000,000.00	1,000,000.00
3,20,000 Shares in Solis Marketing Ltd (Previously Known as Surya Marketing Limited)	3,200,000.00	3,200,000.00
(ii) Investment in Equity Instrument :- (fully paid - Unquoted)		
25000 Shares in Astro Leasing & Finance Ltd	2,426,634.84	2,426,634.84
-	6,626,634.84	6,626,634.84
-		
-		
-		
Aggregate Cost of Quoted Investments	4,200,000.00	4,200,000.00
Face Value of Quoted Investments	420,000.00	420,000.00
Aggregate Cost of Unquoted Investments	2,426,634.84	2,426,634.84
Face Value of Unquoted Investments	250,000.00	250,000.00
Total	6,626,634.84	6,626,634.84

NOTE 10

LONG TERM LOANS AND ADVANCES

Particulars	As at 31 March 2017	As at 31 March 2016
- (Unsecured, considered good) Security Deposits	3,119,534.00	3,119,534.00
Total	3,119,534.00	3,119,534.00

NOTE 11

OTHER NON CURRENT ASSETS

Particulars	As at 31 March 2017	As at 31 March 2016
- Miscellaneous Expenditure	706,312.00	1,624,758.00
Deferred Revenue Expenditure	2,321,333.00	2,525,333.00
Total	3,027,645.00	4,150,091.00

NOTE 12
INVENTORIES

Particulars	As at 31 March 2017	As at 31 March 2016
(As per Note no. 16)		
a. Finished Goods	3,549,447.63	3,769,766.00
b. Semi Finished Goods		
Total	5,625,800.00	5,975,000.00

NOTE 13
TRADE RECEIVABLES

Particulars	As at 31 March 2017	As at 31 March 2016
Trade Receivables outstanding for a period exceeding six months (Unsecured Considered Good)	-	-
Other Trade Receivables (Unsecured Considered Good)	31,725,238.00	26,125,268.00
Total	31,725,238.00	26,125,268.00

NOTE 14
CASH AND CASH EQUIVALENTS

Particulars	As at 31 March 2017	As at 31 March 2016
a) Balances with Banks		
-Current Accounts	8,121,746.15	1,704,456.15
b) Cash in Hand	5,890,120.00	14,130,978.00
Total	14,011,866.15	15,835,434.15

NOTE 15
SHORT TERM LOANS AND ADVANCES

Particulars	As at 31 March 2017	As at 31 March 2016
(Unsecured Considered Good) Others	199,568,925.00	188,452,892.00
Total	199,568,925.00	188,452,892.00

NOTE 16
REVENUE FROM OPERATIONS

Particulars	As at 31 March 2017	As at 31 March 2016
Revenue From operations		
Sale of agriculture produce	35,230,745.00	35,704,759.00
Total	35,230,745.00	35,704,759.00

NOTE 17
OTHER INCOME

Particulars	As at 31 March 2017	As at 31 March 2016
Interest Received	1,921,610.00	3,349,429.00
Total	1,921,610.00	3,349,429.00

NOTE 18
CHANGES IN INVENTORIES OF FINISHED GOODS AND SEMI FINISHED GOODS

Particulars	As at 31 March 2017	As at 31 March 2016
(a) Finished Goods		
Opening Stock	3,769,766.00	2,224,004.00
Less : Closing Stock	3,549,447.63	3,769,766.00
Increase(-)/Decrease in Inventory of Finished Goods	220,318.37	(1,545,762.00)

(b) Semi Finished Goods		
Opening Stock	2,205,234.00	1,300,996.00
Less : Closing Stock	2,076,352.37	2,205,234.00
Increase(-)/Decrease in Inventory of Finished and Semi Finished Goods	128,881.63	(904,238.00)
Increase(-)/Decrease in Inventories	349,200.00	(2,450,000.00)

NOTE 19
EMPLOYEE BENEFITS EXPENSE

Particulars	As at 31 March 2017	As at 31 March 2016
Director Remuneration	240,000.00	240,000.00
Salaries and Wages	904,010.00	831,730.00
Security Guard Exps	108,000.00	108,000.00
Staff Welfare	84,159.00	130,074.00
Total	1,336,169.00	1,309,804.00

NOTE 20
DEPRECIATION

Particulars	As at 31 March 2017	As at 31 March 2016
Depreciation	14,755,228.83	20,743,586.02
Total	14,755,228.83	20,743,586.02

NOTE 21
OTHER EXPENSES

S.No.	Particulars	As at 31 March 2017	As at 31 March 2016
1	Plantation and Cultivation	2,525,880.00	2,187,100.00
2	Travelling & Conveyance	129,898.00	75,890.00
3	Power & Fuel	856,210.00	677,458.00
4	Auditors Remuneration	17,500.00	17,500.00
5	Repairs & Maintenance	755,693.00	214,712.00

6	Printing & Stationary	30,897.00	28,107.00
7	Bank Charges	29,069.18 29,069.18	5,070.80 5,070.80
8	Legal Exps	390,000.00	-
9	Other expenses	230,519.00	477,059.00
10	Business Promotion Exp.	412,810.00	425,600.00
11	Roc Fees	-	-
12	Professional Charges	410,314.00	138,826.00
13	Preliminary Exps W/O	496,928.00	496,928.00
14	Telephone Exp.	31,130.00	36,057.00
15	Listing Fee	132,521.00	-
16	Market Making Expenses	69,000.00	136,722.00
17	Web Charges	4,000.00	4,000.00
18	Filing Fees	-	36,227.00
19	Custodian Fees	288,125.00	86,999.00
20	Advertisement Exps	91,500.00	166,480.00
21	Issue Exp W/o	625,518.00	625,518.00
22	Misc Exps	221,535.50	390,012.00
23	NSDL	-	-
24	Processing & Handling Charges	-	-
25	Storage Charges	26,890.32	62,460.09
Total		7,775,938.00	6,288,725.89

Note:

S.No.	Audit fees	As at 31 March 2017	As at 31 March 2016
	Payment to Statutory Auditors		
	a. Auditor	17,500.00	17,500.00

Note 22

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 represents 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

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: 240,000

2.4 The inventories (finished) are valued at 90% of their net realizable value and inventories (semi-finished) are valued at 75% of their estimated net realizable value.

2.6 All schedules annexed to and form integral part of the Balance Sheet and Profit & Loss Account.

2.7 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:

Name of the Related Party	Relationship
NIL	NIL

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

Nature of Transactions	Enterprises over which Key Managerial Personnel are able to exercise significant influence	Total
NIL	NIL	NIL

2.8 EARNINGS PER SHARE

S.No	Particulars	As at 31 March 2017
1	Profit for Basic Earning Per Share as per Statement of Profit and Loss	12,342,042.17
2	Weighted Average Number of Equity Shares* (Nos)	248,633,330
3	Earning Per Share (Basic and Diluted)	0.050
4	Face Value per Share	1.00

2.9 Company has followed ICDS which has notified by the CBDT Notification No. 87/2016 dt. 29 Sept. 2016.

In Terms of our Report attached
For SUSHIL UPADHYAY & ASSOCIATES
Chartered Accountants

For & On Behalf of Board of Directors
Esteem Bio Organic Food Processing Limited

Sd/-

(CA SUSHIL UPADHYAY)
Prop.
Membership No.: 511930
FRN:018851C

Place: New Delhi
Date: 26.05.2017

Sd/-

BRIJ KISHORE SABHARWAL
(Director)
DIN:01303907

Sd/-

SUJIT GUPTA KUMAR
(Director)
DIN: 06642102

Note8

Fixed Assets

(Amount in Rs)

		Gross Block				Depreciation				Net Block	
S.No.	Particulars	Value as on 01.04.2016	Addition during the year	Deducti on during the year	Value as on 31.03.2017	Value as on 01.04.2016	Addition during the year	Deducti on during the year	Value as on 31.03.2017	WDV as on 31.03.2017	WDV as on 31.03.2016
I	Tangible Assets										
1	Computer & Software	52,039.00	-	-	52,039.00	44,643.97	3,383.94	-	48,027.91	4,011.10	7,395.04
2	Car	6,200,000.00	-	-	6,200,000.00	2,188,272.70	1,252,932.72	-	3,441,205.42	2,758,794.58	4,011,727.30
3	Agriculture Equipments	8,924,700.00	-	-	8,924,700.00	3,960,103.30	1,292,365.02	-	5,252,468.32	3,672,231.68	4,964,596.70
4	Leasehold Agriculture Land & Site Development	73,756,760.00	-	-	73,756,760.00	-	-	-	-	73,756,760.00	73,756,760.00
5	Organic Vergin Land	124,959,000.00	-	-	124,959,000.00	32,948,044.00	9,201,095.60	-	42,149,139.60	82,809,860.40	92,010,956.00
6	Internal Road through levelling	15,500,000.00	-	-	15,500,000.00	8,432,324.32	2,460,964.67	-	10,893,288.99	4,606,711.01	7,067,675.68
7	Shed Net	2,500,000.00	-	-	2,500,000.00	1,114,537.21	544,486.88	-	1,659,024.09	840,975.91	1,385,462.79
	Total Tangible Assets	231,892,499.00	-	-	231,892,499.00	48,687,925.50	14,755,228.83	-	63,443,154.33	168,449,344.68	183,204,573.51
	Previous Year	202,892,499.00	29,000,000.00		231,892,499.00	27,944,339.48	20,743,586.02		48,687,925.50	183,204,573.51	174,948,159.53

	SBNs	Other denomination notes	Total
Closing cash in hand as on 8-11-2016	5,700,000.00	6,699,796.00	12,399,796.00
(+) Permitted receipts	-	1,262,213.00	1,262,213.00
(-) Permitted payments	-	1,481,893.00	1,481,893.00
(-) Amount deposited in Banks	5,700,000.00	-	5,700,000.00
Closing cash in hand as on 30-12-2016	-	6,480,116.00	6,480,116.00



ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED

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

Tel.: +91-11-65554112 **Fax:** +91-11-65554112

CIN: L74899DL1995PLC071220

Email: esteembio@yahoo.com **Website:** www.esteembioorganic.com

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 Annual General Meeting of the company, to be held on Tuesday, the 26th day of September, 2017 at 09:15 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, 2017		
2.	To appoint a director in place of Mr. Brij Kishore Sabharwal , who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ratification of M/s Sushil Upadhyay & Associates, Chartered Accountants (Firm Registration No. 020422N) as Statutory Auditors & fixing their remuneration.		

* 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.



ESTEEM BIO ORGANIC FOOD PROCESSING LIMITED
Regd. Office: 49, Gujrawala Town, Part - II, New Delhi - 110009
Tel.: +91-11-65554112 **Fax:** +91-11-65554112
CIN: L74899DL1995PLC071220
Email: esteembio@yahoo.com **Website:** www.esteembioorganic.com

ATTENDANCE SLIP

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

Annual General Meeting on Tuesday, the 26th day of September, 2017 at 09:15 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 9th Annual General Meeting on Tuesday, the 26th day of September, 2017 at 09:15 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.

ROUTE MAP

