

## Contents

### **Dr Fresh Assets Limited**

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**DR FRESH ASSETS LIMITED**  
**CIN: L74899DL1990PLC042302**

**Regd Office:** B-1/E-24 Mohan Co-operative Industrial Area, Mathura Road, New Delhi- 110 044  
Tel.No. 91-11-41679238, Fax. No. 91-11-26940969  
E-mail: [drfresh@drfreshassets.com](mailto:drfresh@drfreshassets.com); Website: [www.drfreshassets.com](http://www.drfreshassets.com)

**Notice**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of Dr Fresh Assets Limited will be held on Sunday, 27<sup>th</sup> September, 2020 at 3.00 P.M. by way of Video Conferencing (VC) / Other Audio Visual Means ("OAVM")) to transact the following businesses:

**ORDINARY BUSINESS**

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.
2. To appoint a Director in place of Mr Vijay Prakash Pathak (DIN 07081958), who retires by rotation and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS**

3. To re-appoint Mr Vijay Prakash Pathak (DIN 07081958) as a Whole Time Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“Resolved that** pursuant to the provisions of sections 196, 197, 198 and 203 read with schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Shri Vijay Prakash Pathak be and is hereby re-appointed as the Whole Time Director of the Company or any other designation as decided by the board from time to time, for fresh tenure of five years commencing on the 1<sup>st</sup> day of February, 2020 on the following remuneration:

- a. Maximum upto Rs.60,000 per month (may be altered and varied from time to time by the Board as it may, in its discretion, deem fit.)
- b. Reimbursement of Expenses: Re-imburement of expenses i.e. Telephone Expenses, Traveling Conveyance etc. actually and properly incurred for the business of the company subject to a reasonable ceiling as may be fixed by the board of directors from time to time.
- c. The Director shall be entitled to such increments from time to time as the Board may in its discretion determine.

Shri Vijay Prakash Pathak shall not be entitled to sitting fees for attending meetings of the Board or any committee or committees thereof.

The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, maximum

amount payable to Shri Vijay Prakash Pathak as a Whole Time Director in accordance with Schedule V of the Companies Act, 2013 or any amendments made thereafter in this regard.

**Resolved further that** aforesaid remuneration is approved for a period of 5 years in terms of the provisions of Schedule V of the Companies Act, 2013.

**Resolved further that** in the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration.

**Resolved further that** board of Directors of the Company (including any committee/sub-committee of the Board) be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

**Regd.Office:**

B 1/E- 24, Mohan Co-operative  
Industrial Area, Mathura Road,  
New Delhi- 110 044

By order of the board  
**For Dr Fresh Assets Ltd**

**Date: 30<sup>th</sup> August, 2020**  
**Place: New Delhi**

**Vijay Prakash Pathak**  
**DIN:07081958**  
**Whole Time Director**  
**Address: 452, DDA**  
**Janta Flats, Badarpur**  
**Delhi- 110 044**

## NOTES

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) relating to the Special Business to be transacted at the Annual General Meeting, is annexed hereto.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC / OAVM, without the physical presence of Members. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF, BUT SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM UNDER THE FRAMEWORK OF MCA CIRCULARS ON ACCOUNT OF THREAT POSED BY COVID-19, WHERE PHYSICAL PRESENCE OF MEMBERS HAS BEEN DISPENSED WITH, THE FACILITY OF APPOINTMENT OF PROXY WILL NOT BE AVAILABLE. AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
4. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall send scan of certified true copy of the Board Resolution/ Authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company at drfresh@drfreshassets.com to attend the AGM.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with Annual Report 2019-20 has been uploaded on

the website of the Company at [www.drfrfreshassets.com](http://www.drfrfreshassets.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. MSEI Limited at [www.msei.in](http://www.msei.in) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

10. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
11. Physical Holding: Member may send an e-mail request to the Company at [drfrfresh@drfrfreshassets.com](mailto:drfrfresh@drfrfreshassets.com) or its RTA - Mas Services Ltd at [mas\\_serv@yahoo.com](mailto:mas_serv@yahoo.com) along with
  - scanned copy of the signed request letter mentioning your Name, Folio Number, Scanned copies of share certificates(both sides), complete address, email address and mobile number, and
  - scanned copy of self-attested PAN card and Aadhar card

Demat Holding: Members holding shares in dematerialized mode are requested to register / update their email addresses with their relevant Depository Participant.

Alternatively, (for temporary registration for forthcoming 30<sup>th</sup> AGM only) member may follow the process mentioned above under- Physical Holding and send 16 digit DPID & Client ID in place of Folio No. along with scanned copy of self-attested Client Master copy or consolidated Demat Account Statement.

In case of any queries / difficulties in registering the e-mail address, Members may write to [drfrfresh@drfrfreshassets.com](mailto:drfrfresh@drfrfreshassets.com) or [mas\\_serv@yahoo.com](mailto:mas_serv@yahoo.com).

12. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 20<sup>th</sup> September, 2020 to Sunday, 27<sup>th</sup> September, 2020 (both days inclusive).
13. A. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company M/s Mas Services Ltd, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi – 110020; Tel.No.011-26387281/82/83, Fax No.011-26387384, email:[mas\\_serv@yahoo.com](mailto:mas_serv@yahoo.com):
  - i) their bank account details in order to receive payment of dividend through electronic mode,
  - ii) **their email id**, in case the same have not been sent earlier, for the purpose of receiving the communication electronically,
  - iii) any change in their address/e-mail id/ECS mandate/ bank details, share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.
- B. Members holding shares in dematerialized form are requested to notify to their Depository Participant:
  - i) their email id.

- ii) all changes with respect to their address, email id, ECS mandate and bank details.

C. Kindly note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/ Depository Participant, as the case may be.

14. The Securities and Exchange Board of India has notified that the shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/ transferee of shares (including joint holders) in physical form are **requested to furnish a certified copy of their PAN Card to the company/ RTA** while transacting in the securities market including transfer, transmission or any other corporate action.
15. Members holding share certificate(s) in multiple accounts in identical names or joint accounts in the same order of names, are requested to apply to Company's RTA- for consolidation of such shareholding into one account.
16. The shares of the Company are under compulsory Demat trading. Also, as per Listing Regulations, securities of listed companies can only be transferred in dematerialized form w.e.f. 1 April, 2019 except in case of transmission or transposition of securities. Therefore, Members holding shares in physical form are advised to convert their shares into dematerialized form in their own interest and convenience purpose.
17. All the documents referred to in the accompanying notice shall be available for inspection from the date of circulation of this notice up to the date of AGM. These documents along with the extracts from Register of Directors and Key Managerial Personnel & their shareholding and the Register of Contracts & Arrangements in which directors are interested shall be available for inspection in electronic mode during the meeting to any person having right to attend the meeting.
18. In case you have any query relating to the Annual Accounts you are requested to send the same to the Company Secretary at drfresh@drfreshassets.com at least 10 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting.
19. As required under Listing Regulations and Secretarial Standards-2 on General Meetings details in respect of directors seeking re-appointment at the AGM, is separately annexed hereto as `Annexure-1`. Directors seeking reappointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Act, including rules framed there under and the Listing Regulations.
20. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit to the RTA of

the Company the prescribed Form SH.13 for nomination and Form SH.14 for cancellation/variation, as the case may be. The Forms can be downloaded from Company's website [www.drfreshassets.com](http://www.drfreshassets.com). Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.

**21. Voting through electronic means:**

- i) Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, applicable Secretarial Standards and the Listing Regulations a member of the Company holding shares either in physical form or in dematerialized form, shall exercise his/her right to vote by electronic means (e-voting) in respect of the resolution(s) contained in this notice.
- ii) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).
- iii) Further, facility for e-voting shall also be made available at the AGM (through insta poll) and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through insta poll.
- iv) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case vote is cast by both the modes, then vote cast by remote e-voting prior to the meeting shall prevail.
- v) The Board of Directors have appointed CS Debabrata Deb Nath, Company Secretary in Practice (Certificate of practice No. 8612 and Managing Partner of R & D Company Secretaries as the Scrutinizer, for conducting the e-voting (insta poll) and remote e-voting process in a fair and transparent manner.
- vi) Members are requested to carefully read the instructions for e-voting before casting their vote.
- vii) The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting :

<b>Commencement of e-voting</b>	<b>From 9.00 a.m. (IST) on Thursday, 24<sup>th</sup> September, 2020</b>
<b>End of e-voting</b>	<b>Upto 5.00 p.m. (IST) on Saturday, 26<sup>th</sup> September, 2020</b>

- viii) The cut-off date (i.e. the record date) for the purpose of e-voting is 20<sup>th</sup> September, 2020.

22. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being 20<sup>th</sup> September, 2020.

23. The Scrutinizer shall after the conclusion of voting at AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company, who shall countersign the Scrutinizer's Report and shall declare the result forthwith.
24. The Scrutinizer's decision on the validity of the vote shall be final and binding.
25. The result declared along with the Scrutinizer's report shall be placed on the website of the Company ([www.drfrshassets.com](http://www.drfrshassets.com)) within 48 hours of passing of the resolutions at the AGM and communicated to the Stock Exchange where the Company shares are listed.
26. The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website of the Company [www.drfrshassets.com](http://www.drfrshassets.com) in the `Investor` Section, at the earliest soon after the conclusion of the Meeting.
27. The resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions.
28. The procedure and instructions for e-voting and attending AGM through VC/other Audio Visual means are given separately with this Annual Report.



## Explanatory statement pursuant to section 102 of the Companies Act, 2013

### Item No. 3

Mr Vijay Prakash Pathak was appointed as Whole Time Director of the Company w.e.f. 1<sup>st</sup> February, 2015 for a period of five years. His term as the Whole Time Director of the Company was expired on 31<sup>st</sup> January, 2020.

Further, considering the contribution of Mr Vijay Prakash Pathak and the progress made by the Company under his guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board has reappointed him as Whole Time Director of the Company for a further period of five years w.e.f. 1<sup>st</sup> February, 2020.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable for a continuous period of 30 days in the preceding financial year and in the current financial year.

It is submitted that based on the projections, the overall managerial remuneration may exceed the limits specified in Section 197 of the Companies Act, 2013. The members are requested to consider the revision in remuneration of Mr Vijay Prakash Pathak, Whole Time Director.

The necessary information requires under Schedule V is as mentioned below:

#### I. GENERAL INFORMATION

(1)	Nature of Industry	Dr Fresh Assets Ltd is engaged in real estate investments and development and manufacturing of tooth brush and oral care products; bullion trading; and other related activities.	
(2)	Date or expected date of commencement of commercial production	The Company is already in existence and is in operation since its inception in 1990.	
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
(4)	Financial Performance of the Company for last 2 years is given below:		
	<b>Particulars</b>	<b>Financial Year ended</b>	
		<b>31<sup>st</sup> March, 2020</b>	<b>31<sup>st</sup> March, 2019</b>
		(Amount in Rs lacs)	
	Net Revenue from Operation	230.49	98.45
	Other Income	57.93	88.97
	Total Income	288.42	187.42
	Total Expenditure	282.97	101.17
	Profit before tax	5.45	86.25
	Provision for tax	3.25	57.71
	Profit after tax	2.42	54.26

Paid-up Share Capital	543.07	543.07
Reserves and Surplus (excluding revaluation reserve)	2765.56	3376.87
(5) Export performance and net foreign exchange collaborations	The Company has made export of Rs. 160.65 Lakhs from its trading items.	
(6) Foreign investments or collaborators, if any	There was no Foreign investments of foreign collaborations.	

## II. INFORMATION ABOUT THE APPOINTEE

(1)	Background details	<p>Mr Vijay Prakash Pathak has been the Whole Time Director of the Company since last five years. He is instrumental in the growth of our Company over the years.</p> <p>He is having more than 15 years' experience in oral dental care products business and more than 10 years in real estate business.</p>
(2)	Past remuneration	<p>a. Maximum upto Rs.60,000 per month (may be altered and varied from time to time by the Board as it may, in its discretion, deem fit.)</p> <p>b. Reimbursement of Expenses: Reimbursement of expenses i.e. Telephone Expenses, Traveling Conveyance etc. actually and properly incurred for the business of the company subject to a reasonable ceiling as may be fixed by the board of directors from time to time.</p> <p>c. The Director shall be entitled to such increments from time to time as the Board may in its discretion determine.</p> <p>Shri Vijay Prakash Pathak shall not be entitled to sitting fees for attending meetings of the Board or any committee or committees thereof.</p>
(3)	Recognition or awards	Mr Vijay Prakash Pathak is a man of rich experience in dental care products and real estate industry.
(4)	Job profile and his suitability	Mr Vijay Prakash Pathak, being the Whole Time Director of the Company is entrusted with substantial powers in relation to normal business matters.
(5)	Remuneration proposed	a. Maximum upto Rs.60,000 per month (may be altered and varied from time to time by the Board as it may, in its discretion, deem fit.)

		<p><b>b. Reimbursement of Expenses:</b> Reimbursement of expenses i.e. Telephone Expenses, Traveling Conveyance etc. actually and properly incurred for the business of the company subject to a reasonable ceiling as may be fixed by the board of directors from time to time.</p> <p><b>c. The Director shall be entitled to such increments from time to time as the Board may in its discretion determine.</b></p> <p>Shri Vijay Prakash Pathak shall not be entitled to sitting fees for attending meetings of the Board or any committee or committees thereof.</p>
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The exact figures are not readily available. However, the proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparative qualifications and experience.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	There is no relation with any other managerial personnel.

### III. OTHER INFORMATION

(1)	Reasons for loss or inadequate profits	The Company is in profit. However fixed remuneration is proposed to be paid as minimum remuneration in the event of loss/absence/inadequacy of profits due to unavoidable circumstances.
(2)	Steps taken or proposed to be taken for improvement	The Company is taking cost cutting measures and exploring new avenues of business to improve profitability
(3)	Expected increase in productivity and profits in measurable terms	The company is expected to have improved sales and profitability figures in the next financial years.

Aforesaid re-appointment of and payment of remuneration to Mr Vijay Prakash Pathak as Whole Time Director of the Company is subject to the approval of the Members of the Company. Your approval is solicited to the resolution at item no. 3 of the notice.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company except Mr Vijay Prakash Pathak and his relative are concerned and interested, financially or otherwise, in this resolution.

**Regd. Office:**

B 1/E- 24, Mohan Co-operative  
Industrial Area, Mathura Road,  
New Delhi- 110 044

By order of the board  
**For Dr Fresh Assets Ltd**

**Date: 30<sup>th</sup> August, 2020**  
**Place: New Delhi**

**Vijay Prakash Pathak**  
**DIN:07081958**  
**Whole Time Director**  
**Address: 452, DDA**  
**Janta Flats, Badarpur**  
**Delhi- 110 044**

**Detail of Directors appointed/ re-appointed the AGM as per Secretarial Standard 2**

<b>Particulars</b>	<b>Mr Vijay Prakash Pathak</b>
DIN	07081958
Father's Name	Shri Mata Prasad Pathak
Date of Birth	03.06.1972
Nationality	Indian
Date of first appointment on the Board of Directors of the Company	31.01.2015
Address	House No-452, DDA Janta Flat Badarpur, New Delhi 110044
Designation	Whole Time Director
Education	LLB
Nature of Expertise /Experience	More than 17 years' experience in Finance
Relationships between the Directors inter-se	NIL
No of Board Meetings attended during the year	7/7
Terms and conditions of Appointment/Reappointment	Re-appointed as Whole Time Director of the Company for a period of 5 years w.e.f.1 <sup>st</sup> February, 2020
Companies in which holds Directorship	Sunehari Exports (Haridwar) Ltd GSC Investors Advisors Pvt Ltd Dr Fresh Commercial Land Development Pvt Ltd* Berco Engineering Pvt Ltd DVA Technologies Pvt Ltd
Companies in which holds membership of committees	Nil
Shareholding in the Company (No. & %)	1260 (0.0234%)
Details of Remuneration sought to be paid	Rs. 45,430 p.m.
Remuneration last drawn (including sitting fees, if any)	Rs. 45,430 p.m.

*\*Appointed as Additional Director w.e.f.30.06.2020.*

## DIRECTORS' REPORT

### TO THE MEMBERS OF DR FRESH ASSETS LIMITED

The Directors hereby present their 30<sup>th</sup> Annual Report on the business and operations of the Company and the financial accounts for the year ended 31<sup>st</sup> March, 2020.

### Financial Highlights

(Amount in Rs.in Lakhs)

Particulars	Standalone		Consolidated	
	Current Year	Previous Year	Current Year	Previous Year
Revenue from operations	230.48	98.45	362.16	229.09
Other Income	57.93	88.97	37.02	69.94
Total Expenses	282.97	101.17	424.43	240.80
Profit/(Loss) before Tax	5.45	86.25	(25.25)	58.24
Less: Provision for Tax				
Current Tax	22.76	25.99	23.12	26.09
Deferred Tax	(19.63)	18.86	(22.48)	19.40
MAT Credit entitlement	00.11	12.85	00.11	12.85
Profit/(Loss) after Tax	2.42	54.26	(25.77)	25.60
Transfer to Reserve	0.00	0.00	0.00	0.00
Reserves and Surpluses	2765.56	3376.87	2568.07	3211.75
Earning per share (Rs.)	0.04	0.99	(0.47)	0.47

### Company Performance

On consolidated basis, the revenue from operations for FY 2020 is Rs. 362.16 Lakhs against Rs.229.09 Lakhs in the previous year. The Profit after tax is Rs. (25.77) Lakhs against Rs. 25.60 Lakhs during the previous year.

On a Standalone basis, the revenue from operations for FY 2020 is Rs.230.48 Lakhs against Rs.98.44 Lakhs in the previous year. The profit after tax is Rs.2.42 Lakhs against Rs. 54.26 Lakhs during the previous year.

Your Directors are putting in their best efforts to improve the performance of the Company.

### Reserve & Surplus

The Company had not transferred any profit to reserve during the financial year.

### Statement of Company's Affair

Presently, the primary business of the Company is real estate. The Company had not taken up any new real estate projects during the last financial year. The revenue generated is out of rental income, return from investments and sale of goods.

Detailed information on the operations of the Company and details on the state of affairs of the Company are covered in the Management Discussion and Analysis Report attached to this report.

### **Change in nature of Business of the Company**

There has been no change in the nature of business of the Company.

### **Material Changes etc.**

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company-31st March, 2020 and the date of this Report.

### **Dividend**

During the financial year, the Company has suffered loss. Due to which your directors regret to declare any dividends.

### **Share Capital**

The paid up Equity Share Capital as on 31st March, 2020 was 5.43 Crores. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

### **Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013**

Pursuant to Section 134(3)(g) of the Companies Act, 2013 details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are detailed below:

Particulars	As at 31.03.2020 No. of Shares/ Units	As at 31.03.2020 Rs.
<b>NON CURRENT INVESTMENTS</b>		
<b><u>Investments carried at fair value through other comprehensive Income</u></b>		
<b>Unquoted - Non-traded, Fully paid Equity Shares (In subsidiaries)</b>		
Dr. Fresh Commercial Land Development Pvt. Ltd.	9,999	*NIL
Reverse Age Health Services Pvt. Ltd.	10,000	*NIL
S5 Property Pvt. Ltd.	10,000	*NIL
SEL International Pte. Ltd.	1,00,000	25,82,380.00

<b>Unquoted - Non-traded, Fully paid Equity Shares (In Associates)</b>		
Sunehari Exports (Haridwar) Ltd. - Equity Shares	14,325	*NIL
Sunehari Exports (Haridwar) Ltd. - Preference Shares	40,000	*NIL
<b>Unquoted - Non-traded, Fully paid Equity Shares (In Others)</b>		
Golden Glow Enterprises Pvt. Ltd.	29,500	46,56,646.00
<b>Unquoted - Non-traded, Compulsorily Convertible Non-Cumulative Preference Shares (In Others)</b>		
Top Technologies Pvt. Ltd.	8,123	3,499,632.00
<b>Quoted - Traded, Fully paid Equity Shares (In Others)</b>		
Lemon Tree Hotels Ltd.	13,35,084	2,94,38,602.00
<b>Total</b>		<b>4,01,77,260.00</b>
Aggregate amount of quoted Non-Current Investments		2,87,04,306.00
Market value of quoted Non-Current Investments		2,94,38,602.00
Aggregate amount of un-quoted Non-Current Investments		1,10,94,720.00
<b>CURRENT INVESTMENTS</b>		
<b>Investments carried at fair value through profit and loss</b>		
-Investment in Mutual Funds		
Aditya Birla Sunlife Frontline Equity Fund - Growth (SIP)	11,077.033	12,61,974.08
Aditya Birla Sunlife Pure Value Fund – Growth	2,490.627	1,38,118.22
Axis Focused 25 Fund - Growth (SIP)	2,018.004	47,201.11
DSP Top 100 Equity Fund – Dividend	1,18,108.376	15,28,558.60
Franklin India Equity Fund - Growth (SIP)	4,243.198	17,63,669.97
Franklin India Smaller Companies Fund - Growth	1,751.393	59,119.85
HDFC Hybrid Equity Fund - Growth (SIP)	6,353.750	269,729.40
HDFC Long Term Advantage Fund – Dividend	54,551.802	1,341,210.60
HDFC Mid Cap Opportunities Fund - Growth (SIP)	51,752.642	2,019,336.34
HDFC Balanced Advantage Fund – Dividend	152,219.752	2,886,847.60
HDFC Top 200 Fund - Growth (SIP)	2,787.338	961,001.67
HDFC Balanced Advantage Fund - Growth (SIP)	1,492.456	224,228.08
HDFC Top 200 Fund – Growth	69.048	23,805.96
ICICI Prudential Equity & Debt Fund - Growth (SIP)	3,775.350	400,036.09
ICICI Prudential Export & Services – Growth	7,648.506	323,378.83
ICICI Prudential Bluechip Equity Fund - Growth (SIP)	34,664.666	1,101,989.73
Kotak Standard Midcap Fund - Growth (SIP)	6,703.567	181,063.34
Kotak Emerging Equity Scheme - Growth (SIP)	7,819.824	230,974.14
L & T Midcap Fund – Growth	1,063.453	104,771.39
L & T Midcap Fund - Growth (SIP)	2,354.823	231,997.16
Mirae Asset India Equity Fund - Growth (SIP)	50,559.650	1,963,433.45



Reliance Small Cap Fund - Growth (SIP)	7,009.422	190,708.15
Reliance Large Cap Fund - Growth (SIP)	16,989.356	410,564.78
Reliance Vision Fund – Dividend	57,112.180	13,88,020.16
Reliance Vision Fund - Growth (SIP)	579.908	222,308.43
SBI Bluechip Fund - Growth (SIP)	73,004.423	2,171,998.39
SBI Bluechip Fund – Growth	2,385.811	70,981.69
SBI Equity Hybrid Fund - Growth (SIP)	2,953.197	350,519.38
SBI Magnum Global Fund - Growth (SIP)	865.495	130,321.56
SBI Magnum Mid Cap Fund - Growth (SIP)	3,573.480	186,995.92
UTI Hybrid Equity Fund - Growth (SIP)	3,629.427	463,170.78
UTI Banking & Financial Services Fund - Growth (SIP)	3,142.723	186,279.88
UTI Long Term Advantage Fund – Growth	15,000.000	97,984.50
UTI Mid Cap Fund – Growth	8,175.132	621,815.26
UTI Mid Cap Fund - Growth (SIP)	3,268.812	248,631.72
UTI Core Equity Fund – Dividend	68,664.718	1,534,271.92
UTI Core Equity Fund - Growth (SIP)	4,933.278	207,812.86
Reliance ETF Nifty BeEs	117,340.000	10,763,598.20
<b>Total</b>		<b>36,817,013.57</b>
Aggregate amount of quoted Current Investments		49,152,750.27
Market value of quoted Current Investments		36,817,013.57

\*The current fair market value of the investment is NIL.

<b>LOANS</b>	<b>Rs in lakh</b>
	<b>As at 31.03.2020</b>
<b>NON CURRENT</b>	
Loans and advances to Subsidiaries	288.09
Loans and advances to Others	58.44
<b>Total</b>	<b>346.54</b>

### Disclosure on Deposit under Chapter V

The Company has neither accepted nor renewed any deposits during the Financial Year 2019-20 in terms of Chapter V of the Companies Act, 2013.

### Report on Subsidiaries, Associates and Joint Venture companies

During the financial year Company has 4 Wholly Owned Subsidiary namely-

- (i) Dr Fresh Commercial Land Development Pvt Ltd
- (ii) SEL International Pte Ltd
- (iii) S5 Property Pvt Ltd
- (iv) Reverse Age Health Services Pvt Ltd

Pursuant to Section 129(3) of the Companies Act, 2013 and Accounting Standard- 21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the Financial Statements of its Subsidiaries.

Further, a separate statement containing the salient features of the financial statements of subsidiaries of the Company in the prescribed form AOC-1 has been disclosed in the Consolidated Financial Statements.

In terms of provisions of Section 136 of the Companies Act, 2013, the Company shall place separate audited accounts of the Subsidiary Companies on its website at [www.drfreshassets.com](http://www.drfreshassets.com).

Financial performance of the Companies during the year are as follows:

<b>Particulars</b>	<b>Dr Fresh Commercial Land Development Pvt Ltd (Amount in Rs.)</b>	<b>SEL International PTE Ltd (Amount in Rs.)</b>	<b>S5 Property Pvt Ltd (Amount in Rs.)</b>	<b>Reverse Age Health Services Pvt Ltd (Amount in Rs.)</b>
Total Income	-	1,12,78,350.00	-	1,253,902.00
Total Expenditure	17,123.80	1,12,19,570.22	1,902,001.40	2,350,564.34
Net Profit before tax	(17,123.80)	58,779.78	(1,902,001.40)	(1,096,662.34)
Net Profit after tax	(17,123.80)	23,395.94	(1,902,001.40)	(811,530.34)
Share Capital	1,00,000.00	54,14,000.00	1,00,000.00	1,00,000.00
%age of Share-holding by the Company	100%	100%	100%	100%

### **Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

During the financial year 2019-20, there is no manufacturing activity in the Company. The principle business activity of the Company is real estate. Accordingly no disclosures required under Section 134 of the Companies Act, 2013. The details of Foreign exchange earnings outgo are:

<b>Particulars</b>	<b>(Rs. In Lakhs)</b>	
	<b>2019-20</b>	<b>2018-19</b>
Foreign exchange earnings	160.65	18.47
Foreign exchange outgo	-	-

### **Listing**

The Company was listed on the Metropolitan Stock Exchange of India Limited w.e.f. 7<sup>th</sup> December, 2016 vide letter no. MSEI/LIST/SL/2016/4891. The annual listing fees for the financial year 2020-21 to MSE has been paid.

## Corporate Governance

Corporate Governance is all about ethical conduct, openness, integrity and accountability of an enterprise. Good Corporate Governance involves a commitment of the Company to run the business in a legal, ethical and transparent manner and runs from the top and permeates throughout the organization. It involves a set of relationships between a company's management, its Board, shareholders and Stakeholders. It is a key element in improving the economic efficiency of the enterprise. Credibility offered by Corporate Governance helps in improving the confidence of the investors – both domestic and foreign, and establishing productive and lasting business relationship with all stakeholders.

At DFAL Corporate Governance is more a way of business life than a mere legal obligation. Strong governance practices of the Company have been rewarded in the Company.

A Certificate from Practicing Company Secretary regarding compliance of the conditions of Corporate Governance, as stipulated under Schedule V of the Listing Regulations is attached in the Corporate Governance Report and forms part of this report.

Certificate of the CEO/CFO, *inter-alia*, confirming the correctness of the financial statements, compliance with Company's Code of Conduct, adequacy of the internal control measures and reporting of matters to the auditors and the Audit committee in terms of Regulation 17 of the Listing Regulations is attached in the Corporate Governance report, and forms part of this report.

## Board of Directors

During the year,

- (i) Mrs Shikha Nanda who retires by rotation on the AGM held on 30th September, 2019 was re-appointed as Director in pursuant to the provisions of Section 152 of the Companies Act, 2013.
- (ii) Mr Vijay Prakash Pathak was re-appointed as Whole Time Director of the Company w.e.f.1<sup>st</sup> February, 2020 for a period of 5 years.

In Pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, one-third of such of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM. Consequently, Mr Vijay Prakash Pathak (DIN 07081958), Director will retire by rotation at the ensuing AGM, and being eligible, offer herself for re-appointment in accordance with the provisions of the Companies Act, 2013.

The brief resume of the Director who is to be appointed/ re-appointed in the ensuing Annual General Meeting, the nature of her expertise in specific functional areas, name of companies in which she has held directorships, committee memberships/chairmanships and her shareholding, etc. are furnished in Corporate Governance Report forming part of the Annual Report as well as an Annexure to the Notice of AGM.

Pursuant to provisions of Section 134(3) (d) of the Companies Act, 2013, with respect to statement on declaration given by Independent Directors under Section 149(6) of the Act, the Board hereby confirms that all the Independent Directors of the Company have given a

declaration and have confirmed that they meet the criteria of independence as provided in the said Section 149(6).

### **Key Managerial Personnel**

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

<b>Name</b>	<b>Designation</b>
Mr Vijay Prakash Pathak	Whole Time Director
Mr Surender Kumar Gupta	Company Secretary
Mr Pabitra Kumar Patra	Chief Financial Officer

### **Policy on Directors appointment and Policy on remuneration**

Pursuant to the requirement under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the policy on appointment of Board members including criteria for determining qualifications, positive attributes, independence of a Director and the policy on remuneration of Directors, KMP and other employees is attached as '**Annexure 1**' respectively, which forms part of this report.

### **Particulars of remuneration of Directors/ KMP/Employees**

Detail of disclosure of employees under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as '**Annexure 2**' which forms part of this report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as '**Annexure 3**' which forms part of this report.

### **Number of Meetings of the Board**

During the Financial Year 2019-20, 7 (Seven) number of Board meetings were held.

### **Performance Evaluation of the Board, its Committees and Individual Directors**

Pursuant to applicable provisions of the Companies Act, 2013 and SEBI Regulations, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors.

A structured questionnaire has been prepared, covering various aspects of the functioning of the Board and its Committee, such as, adequacy of the constitution and composition of the Board and its Committees, matters addressed in the Board and Committee meetings, processes followed at the meeting, Board's focus, regulatory compliances and Corporate Governance, etc. Similarly, for evaluation of Individual Director's performance, the questionnaire covers various aspects like his/her profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc.

Board members had submitted their response on a scale of 5 (excellent) – 1 (poor) for evaluating the entire Board, respective Committees of which they are members and of their peer Board members, including Chairman of the Board.

The Independent Directors had met separately without the presence of Non-Independent Directors and the members of management and discussed, inter-alia, the performance of non-Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of executive and Non-Executive Directors.

The Nomination and Remuneration Committee has also carried out evaluation of every Director's performance. The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires. The Directors expressed their satisfaction with the evaluation process.

### **Composition of Audit Committee**

As on 31<sup>st</sup> March, 2020, the Audit Committee of the Company comprises the following directors:

Mr Ankur Anand–Chairman (Independent Director)  
Mr Manish Dutta-Member (Independent Director)  
Mr Vijay Prakash Pathak- Member (Whole Time Director)

Further, all recommendations of Audit Committee were accepted by the Board of Directors.

### **Statutory Auditors and their Report**

M/s Suresh Kumar Mittal & Co., Chartered Accountants (Firm Registration No. 500063N), Statutory Auditors of the Company were appointed at the 27th Annual General Meeting of the Company held on 28th September, 2017 for a term of five (5) years, subject to the ratification by Members at every subsequent Annual General Meeting till then. The Ministry of Corporate Affairs vide notification dated 7th May, 2018 has obliterated the requirement of seeking Members' ratification at every Annual General Meeting on appointment of Statutory Auditor during their tenure of five (5) years. Accordingly, the resolution for ratification of the appointment of Statutory Auditors of the Company has not been placed before the Members.

Vide notification dated February 16, 2015, the Ministry of Corporate Affairs notified the Indian Accounting Standards ("Ind AS") to be applicable to certain class of companies including listed companies, for the accounting periods beginning on or after April 1, 2016, with comparatives to be provided for the period ending on March 31, 2016. Ind AS has replaced the existing Indian GAAP prescribed under Section 133 of the Companies Act, 2013. The Financial Statement for the financial year ended March 31, 2020, forming part of this Annual Report have been prepared in accordance with Ind AS with a transition date of April 1, 2016. Explanations capturing areas of differences and reconciliations from Indian GAAP to Ind AS have been provided in the notes to accounts to the standalone and consolidated financial statements.

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. Further, the notes to accounts referred to in the Auditor's Report are self-explanatory.

## Secretarial Auditors and their Report

Your Board, during the year, appointed M/s R & D Company Secretaries, to conduct secretarial audit of the Company for the financial year ended 31<sup>st</sup> March, 2020. The Report of M/s R & D Company Secretaries in terms of Section 204 of the Act is provided in the “**Annexure 4**” forming part of this Report.

### Auditors’ Observation

1. The following are the details of actions taken against the Company by Stock Exchanges under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	MSEI Limited	Contravention of Regulation 33 of SEBI (LODR) Regulations, 2015	Fine levied by the Stock Exchange amounting Rs.5,000	Fine paid by the Company 30.09.2019

### Management explanation

Explanation 1: Due to oversight the delay happened.

### Directors’ Responsibility Statement

Pursuant to the provisions under Section 134(5) of the Companies Act, 2013, with respect to Directors’ Responsibility Statement, the Directors confirm:

- a) That in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- b) That they 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) That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That they had prepared the annual accounts on a going concern basis;
- e) That they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

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

### **Corporate Social Responsibility (CSR)**

The Company does not come under the preview of Section 135 of the Companies Act, 2013 in relation to Corporate Social Responsibility.

### **Details in respect of frauds reported by Auditors other than those which are reportable to the Central Government**

The Statutory Auditors and Secretarial Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

### **Internal Financial Controls System**

According to Section 134(5)(e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company 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.

The Company has a well-placed, proper and adequate IFC system which ensures that all assets are safeguarded and protected and that the transactions are authorized, recorded and reported correctly. The Company's IFC system also comprises due compliances with Company's policies and Standard Operating Procedures (SOP's) and audit and compliance by in-house Internal Audit Division, supplemented by internal audit checks, the Internal Auditors and various transaction auditors. The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms. Independence of the audit and compliance is ensured by direct reporting of Internal Audit Division and Internal Auditors to the Audit Committee of the Board. During the year the Internal auditors have also been engaged for providing assistance in improvising IFC framework (including preparation of Risk & Control Matrices for various processes) and deployment of Self-Assessment Tool.

Details of internal financial control and its adequacy in compliance with the provisions of Rule 8 (5)(viii) of Companies (Accounts) Rules, 2014 are included in the *Management Discussion and Analysis Report*, which forms part of this Report.

### **Risk Management Policy**

The Company has adopted a Risk Management Policy in accordance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. It establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

The Internal Audit Department facilitates the execution of Risk Management Practices in the Company, in the areas of risk identification, assessment, monitoring, mitigation and reporting. Through this programme, each Function and Unit addresses opportunities and risks through a comprehensive approach aligned to the Company's objectives. The Company has laid down

procedures to inform the Audit Committee as well as the Board of Directors about risk assessment and management procedures and status.

Sustainability is embedded in the Corporate Enterprise Risk Management programme, which gives an opportunity to increase the effectiveness of risk management practices and for improving business efficiency. The Company's social and environmental policies correlate strongly with the risk management strategy and ultimately the financial performance.

This risk management process, which is facilitated by internal audit, covers risk identification, assessment, analysis and mitigation. Incorporating sustainability in the process also helps to align potential exposures with the risk appetite and highlights risks associated with chosen strategies. The current risk slate and the comprehensive risk policy have been further redefined during the year. The major risks forming part of the Enterprise Risk Management process are linked to the audit universe and are covered as part of the annual risk based audit plan.

### **Vigil Mechanism Policy**

The Company has adopted a Vigil Mechanism Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

### **Prevention of Sexual Harassment**

The Company in its endeavor for zero tolerance towards sexual harassment at the workplace has in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, the Company has not received any complaint under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

### **Extract of Annual Return**

As required by Section 92(3) read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Extract of Annual Return in Form MGT-9 is annexed herewith as '**Annexure 5**' to this Report.

### **Contracts or arrangements with Related Parties under Section 188(1) of the Companies Act, 2013**

With reference to Section 134(3)(h) of the Companies Act, 2013, no contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year.

### **Significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concerns status and company's operations in future**



The Company has not received any significant or material orders passed by any regulatory Authority, Court or Tribunal which shall impact the going concern status and Company's operations in future.

### **Acknowledgements**

Your Directors place on record their gratitude to the Central Government, State Governments and Company's Bankers for the assistance, co-operation and encouragement they extended to the Company. Your Directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of investors, vendors, dealers, business associates and employees in ensuring an excellent all around operational performance.

By order of the board  
**For Dr Fresh Assets Limited**

**Date: 30<sup>th</sup> August, 2020**  
**Place: New Delhi**

**Vijay Prakash Pathak**  
**DIN: 07081958**  
**Whole Time Director**  
**Address: 452, DDA Janta Flats,**  
**Badarpur, Delhi 110044**

**Ankur Anand**  
**DIN: 00506761**  
**Director**  
**Address: H/No-15, Bonkower**  
**Tilla Kharguli Hills, Guwahati-**  
**781001, Assam**

### **Encl:-**

<b>SI No.</b>	<b>Particular</b>	<b>Annexure</b>
1.	Company's Policy on Directors' appointment and remuneration	Annexure-1
2.	Detail of disclosure of employees under Rule 5(2)	Annexure-2
3.	Disclosures pertaining to remuneration and other details as required under Section 197(12)	Annexure-3
4.	Secretarial Audit Report	Annexure-4
5.	Extract of Annual Return in MGT-9	Annexure-5

## **Company's Policy on Directors' appointment and remuneration**

Our policy on the appointment and remuneration of directors and key managerial personnel provides a framework based on which our human resources management aligns their recruitment plans for the strategic growth of the Company. The nomination and remuneration policy is provided herewith pursuant to Section 178(4) of the Companies Act, 2013. The policy is also available on our website [www.drfrfreshassets.com](http://www.drfrfreshassets.com).

### **NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

#### **Definitions:**

**“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

**“Key Managerial Personnel”** means:

- (i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- (ii) Chief Financial Officer;
- (iii) Company Secretary; and
- (iv) such other officer as may be prescribed.

**“Senior Managerial Personnel”** mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

#### **Objective:**

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

#### **Role of the Committee:**

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

### **APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

### **TERM / TENURE**

#### **a) Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Whole Time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

#### **b) Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

## **EVALUATION**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

## **REMOVAL**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

## **RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## **POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL**

### **1) Remuneration to Managing Director / Whole-time Directors:**

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

### **2) Remuneration to Non- Executive / Independent Directors:**

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the

Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
  - i. The Services are rendered by such Director in his capacity as the professional; and
  - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

### **3) Remuneration to Key Managerial Personnel and Senior Management:**

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
- c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

### **IMPLEMENTATION**

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

## Annexure 2

Statement of particulars of employees pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended 31st March, 2020.

### A. List of Top Ten employees of the Company

Name	Designation	Remuneration (in Rs)	Natural of employment	Qualifications	Experience (in years)	Date of Appointment	Age (in years)	Particulars of last employment	Percentage of equity shares in the Company	Relationship with Director/ Manager and name of such person
1. Pabitra Patra	CFO	545160	Permanent	B.A.	30	01.08.1995	53	-	0.036	-
2. Vijay Prakash Pathak	Whole Time Director	545160	Permanent	B.Com, LLB	24	24.05.2005	48	-	0.023	-
3. Divya Mittal	Manager	443200	Permanent	MBA	16	01.02.2011	39	-	0.049	-
4. Vinod Kr. Ray	Executive	262612	Permanent	Inter	19	01.02.2005	35	-	-	-
5. Pankaj Kumar	Executive	262612	Permanent	Inter	20	01.06.2013	39	-	-	-
6. Mahesh Chand	Guard NSEZ	216718	Permanent	8 <sup>th</sup>	12	01.01.2017	38	-	-	-
7. Sanjay Verma	Guard NSEZ	208304	Permanent	8 <sup>th</sup>	16	01.11.2017	37	-	-	-
8. Devender Singh	Executive	198597	Permanent	Inter	6	01.05.2017	30	-	-	-
9. Sahdev Singh	Guard	182344	Permanent	10 <sup>th</sup>	34	01.05.2017	60	-	-	-
10. Raju	Guard	182344	Permanent	9 <sup>th</sup>	30	01.05.2018	49	-	-	-
11. Surendra Kr. Gupta	Company Secretary	110652	Permanent	CS	24	23.07.2009	52	-	-	-

### B. List of employees of the Company who have in receipt of remuneration prescribed in Rule 5(2)(i), 5(2)(ii) & 5(2)(iii)

Names	Designation	Remuneration (in Rs)	Natural of employment	Qualifications	Experience (in years)	Date of Appointment	Age(in years)	Particulars of last employment	Percentage of equity shares in the Company	Relationship with Director/ Manager and name of such person
Nil										

**Details 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**

<b>Rule</b>	<b>Particulars</b>	<b>Name</b>	<b>Remuneration</b>	<b>Ratio</b>								
5(i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	Vijay Prakash Pathak	545160	2.51:1								
5(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.	<table border="1"> <thead> <tr> <th><b>Name</b></th> <th><b>Ratio</b></th> </tr> </thead> <tbody> <tr> <td>Vijay Prakash Pathak</td> <td>1.67</td> </tr> <tr> <td>Surender Kumar Gupta</td> <td>5.20</td> </tr> <tr> <td>Pabitra Kumar Patra</td> <td>1.67</td> </tr> </tbody> </table>		<b>Name</b>	<b>Ratio</b>	Vijay Prakash Pathak	1.67	Surender Kumar Gupta	5.20	Pabitra Kumar Patra	1.67	
<b>Name</b>	<b>Ratio</b>											
Vijay Prakash Pathak	1.67											
Surender Kumar Gupta	5.20											
Pabitra Kumar Patra	1.67											
5(iii)	The percentage increase in the median remuneration of employees in the financial year.	13.85%										
5(iv)	The number of permanent employees on the rolls of the company.	11										
5(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	There is an increase of 1.67% in managerial remuneration. However, there is an increase of 14.12% in the salary of employees other than Managerial remuneration.										
5(xii)	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.	Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior Management is as per the Remuneration Policy of the Company.										

*Note: Rule 5 (1)(v), (vi), (vii), (ix), (x) and (xi) was omitted w.e.f.30<sup>th</sup> June, 2016 vide as Notified by Ministry of Corporate Affairs vide Notification GSR.646(E)*

**Secretarial Audit Report**  
For the financial year ended 31<sup>st</sup> March, 2020

To  
The Members  
**Dr Fresh Assets Ltd**  
B 1/E 24, Mohan Co- Operative Industrial Area  
Mathura Road, New Delhi- 110 044

In terms of the provisions of section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014, and other applicable provisions, if any, we have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Dr Fresh Assets Ltd, a Company incorporated under the provisions of the Companies Act, 1956, vide CIN L74899DL1990PLC042302 and having its registered office at B 1/E-24, Mohan Co-operative Industrial Area, Mathura Road, New Delhi- 110 044 (hereinafter referred to as “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 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 the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020, 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 the Company for the financial year ended on 31<sup>st</sup> March, 2020, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The SEBI (Prohibition of Insider Trading) Regulations, 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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not applicable as the Company has not issued/ proposed to issue any Employee Stock Option Scheme and Employee Stock Purchase Scheme during the financial year under review.
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable as the Company has not issued any debt securities during the financial year under review.
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (De-listing of Equity Shares) Regulations, 2009;
  - h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998; Not applicable as the Company has not bought back/ propose to buy back any of its securities during the financial year under review.
- vi. The Company has identified the following laws as specifically applicable to the Company.
- a. National Building Code 2005 & Local Building Bye Laws;
  - b. Transfer of Property Act, 1882;
  - c. The Land Acquisition, Rehabilitation & Resettlement Act, 2013;
  - d. Registration Act, 1908;
  - e. Indian Stamp Act, 1899
  - f. Building and Other Construction Workers' (Regulation of Employment and Conditions of Services) Act, 1996 & Rules, 1998;
  - g. Building & other Construction Workers' Welfare Cess Act, 1996;

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India notified by Central Government;
- ii. The Listing Agreements entered into by the Company with Stock Exchanges along with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015;

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

- 1. The following are the details of actions taken against the Company by Stock Exchanges under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	MSEI Limited	Contravention of Regulation 33 of SEBI (LODR) Regulations, 2015	Fine levied by the Stock Exchange amounting Rs.5,000	Fine paid by the Company 30.09.2019

**We further report that**

During the period under review, the Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever applicable.

**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.

**We further report that** during the audit period, the Company has not entered into/carried out any specific events/actions which may have a major bearing on the Company's affairs.

**For R&D  
Company Secretaries**

**Debabrata Deb Nath  
Partner  
FCS No.:7775; CP No.: 8612  
UDIN:F00777B000585352**

**Place: Delhi  
Date: August 17, 2020**

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.

**'Annexure A'**

To  
The Members  
**Dr Fresh Assets Ltd**  
B 1/E 24, Mohan Co- Operative Industrial Area,  
Mathura Road, New Delhi- 110 044

Our report 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 process 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 process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever 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 applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For R&D  
Company Secretaries**

**Debabrata Deb Nath  
Partner  
FCS No.:7775; CP No.: 8612**

**Place: Delhi  
Date: August 17, 2020**

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the financial year ended on 31.03.2020**  
[Pursuant to Section 92(3) of the Companies Act, 2013 and  
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	L 74899 DL 1990 PLC 042302
ii)	Registration Date	06.12.1990
iii)	Name of the Company	Dr Fresh Assets Limited
iv)	Category/Sub Category of the Company	Company Limited by Shares/ Indian Non-Government Company
v)	Address of the Registered office and contact details	B 1/E- 24 Mohan Co-operative Industrial Area, Mathura Road, New Delhi- 110 044
vii)	Whether listed company (Yes/No)	Yes
viii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Mas Services Ltd T-34, 2 <sup>nd</sup> Floor, Okhla Industrial Area, Phase- II, New Delhi- 110020 Telephone No: 011- 26387281/82/83 Fax No: 011-26387384 E-Mail: <a href="mailto:mas_serv@yahoo.com">mas_serv@yahoo.com</a>

**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)

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Rental Services	9972	30%
2	Trading Activities	9603	70%

\*As per NIC 2004

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	%AGE OF SHARES HELD	APPLICABLE SECTION
1.	Dr Fresh Commercial Land Development Pvt Ltd B-1/E-24, Mohan Co-operative Industrial Area, Mathura Road, New Delhi 110 044	U45400DL2007PTC 171654	Subsidiary	100%	2(87)(ii)
2.	SEL International Pte Ltd 138, Cecil Street, #18-00 Cecil Court, Singapore-069538	200901187Z	Subsidiary	100%	2(87)(ii)

3.	S5 Property Pvt Ltd B-1/E-24, Mohan Co-operative Industrial Area, Mathura Road, New Delhi 110 044	U70102DL2012PTC 236316	Subsidiary	100%	2(87)(ii)
4.	Reverse Age Health Services Pvt Ltd B-1/E-24, Mohan Co-operative Industrial Area, Mathura Road, New Delhi 110 044	U74900DL2011PTC 213588	Subsidiary	100%	2(87)(ii)

#### IV. 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 01.04.2019]				No. of Shares held at the end of the year [As on 31.03.2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	3604396	282335	3886731	72.12	3604396	282335	3886731	72.12	Nil
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	Nil	125000	125000	2.32	Nil	125000	125000	2.32	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (A)(1)</b>	<b>3604396</b>	<b>407335</b>	<b>4011731</b>	<b>74.44</b>	<b>3604396</b>	<b>407335</b>	<b>4011731</b>	<b>74.44</b>	<b>Nil</b>
<b>(2) Foreign</b>									
a) NRIs Individual	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (A)(2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total Shareholding of Promoter A=A(1)+A(2)</b>	<b>3604396</b>	<b>407335</b>	<b>4011731</b>	<b>74.44</b>	<b>3604396</b>	<b>407335</b>	<b>4011731</b>	<b>74.44</b>	<b>Nil</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FII's	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (B)(1):-</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	24700	900	25600	0.47	27700	900	28600	0.53	0.06
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	91639	168269	259908	4.82	165869	91039	256908	4.76	(0.06)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	55000	730214	785214	14.57	628214	157000	785214	14.57	Nil
c) Others									
i. NRI	Nil	307100	307100	5.70	Nil	307100	307100	5.70	Nil
Clearing Members	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Clearing House	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-Total (B)(2)</b>	<b>171339</b>	<b>1206483</b>	<b>1377822</b>	<b>25.56</b>	<b>821783</b>	<b>556039</b>	<b>1377822</b>	<b>25.56</b>	<b>Nil</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>171339</b>	<b>1206483</b>	<b>1377822</b>	<b>25.56</b>	<b>821783</b>	<b>556039</b>	<b>1377822</b>	<b>25.56</b>	<b>Nil</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Grand Total (A+B+C)</b>	<b>3775735</b>	<b>1613818</b>	<b>5389553</b>	<b>100</b>	<b>4426179</b>	<b>963374</b>	<b>5389553</b>	<b>100</b>	<b>Nil</b>

ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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.	Shikha Nanda	364340	6.76	Nil	364340	6.76	Nil	Nil
2.	Sumit Nanda	3240056	60.12	Nil	3240056	60.12	Nil	Nil
4.	Anish Nanda	7078	0.13	Nil	7078	0.13	Nil	Nil
5.	H C Nanda	275249	5.11	Nil	275249	5.11	Nil	Nil
6.	Neelam Nanda	8	0	Nil	8	0	Nil	Nil
7.	DVA Technologies Pvt Ltd	125000	2.32	Nil	125000	2.32	Nil	Nil

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

Sr. no	Name of Share holder	Shareholding at the beginning of the year 01.04.2019/end of the year (31.03.2020)		Date	Increase/(Decrease) in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
NIL								

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

Sr. no	Name of Share holder	Shareholding at the beginning of the year 01.04.2019/end of the year (31.03.2020)		Date	Increase/(Decrease) in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	Rita Prakash							
	At the beginning	89000	1.02				89000	1.65
	Changes during the year	-	-	05.04.2019	(34000)	Transfer	55000	1.02
				05.07.2019	68000	Transfer	123000	2.28
				02.08.2019	34000	Transfer	157000	2.91
	At the end	157000	2.91	31.03.2020	-	-	157000	2.91
2.	Bhagi Chandra							
	At the beginning	34000	0.63	01.04.2019			34000	0.63

	Changes during the year	-	-	-	-	-	-	-
	At the end	34000	0.63	31.03.2020	-	-	34000	0.63
<b>3.</b>	Bunty Chandra							
	At the beginning	34000	0.63	01.04.2019	-	-	34000	0.63
	Changes during the year	-	-	-	-	-	-	-
	At the end	34000	0.63	31.03.2020	-	-	34000	0.63
<b>4.</b>	Preeti Breja							
	At the beginning	35000	0.65	01.04.2019	-	-	35000	0.65
	Changes during the year	-	-	-	-	-	-	-
	At the end	35000	0.65	31.03.2020	-	-	35000	0.65
<b>5.</b>	Arvind Anand							
	At the beginning	34500	0.64	01.04.2019	-	-	34500	0.64
	Changes during the year	-	-	-	-	-	-	-
	At the end	34500	0.64	31.03.2020	-	-	34500	0.64
<b>6.</b>	Ajay Gulati							
	At the beginning	34500	0.64	01.04.2019	-	-	34500	0.64
	Changes during the year	-	-	-	-	-	-	-
	At the end	34500	0.64	31.03.2020	-	-	34500	0.64
<b>7.</b>	Praveen Breja							
	At the beginning	35000	0.65	01.04.2019	-	-	35000	0.65
	Changes during the year	-	-	-	-	-	-	-
	At the end	35000	0.65	31.03.2020	-	-	35000	0.65
<b>8.</b>	Aman Gulati							
	At the beginning	34515	0.64	01.04.2019	-	-	34515	0.64
	Changes during the year	-	-	-	-	-	-	-
	At the end	34515	0.64	31.03.2020	-	-	34515	0.64
<b>9.</b>	Anubha Gulati							
	At the beginning	34500	0.64	01.04.2019	-	-	34500	0.64
	Changes during the year	-	-	-	-	-	-	-
	At the end	34500	0.64	31.03.2020	-	-	34500	0.64
<b>10.</b>	Growmax Investments Ltd							
	At the beginning	299700	5.56	01.04.2019	-	-	299700	5.56
	Changes during the year	-	-	-	-	-	-	-
	At the end	299700	5.56	31.03.2020	-	-	299700	5.56



v) Shareholding of Directors and Key Managerial Personnel:

Sr. no	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1.</b>	<b>Shikha Nanda</b>				
	At the beginning of the year	364340	6.76	364340	6.76
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity, etc.)	-	-	-	-
	At the end of the year	364340	6.76	364340	6.76
<b>2.</b>	<b>Pabitra Kumar Patra</b>				
	At the beginning of the year	1930	0.036	1930	0.036
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity, etc.)	-	-	-	-
	At the end of the year	1930	0.036	1930	0.036
<b>3.</b>	<b>Ankur Anand</b>				
	At the beginning of the year	27750	0.515	27750	0.515
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity, etc.)	-	-	-	-
	At the end of the year	27750	0.515	27750	0.515
<b>4.</b>	<b>Manish Dutta</b>				
	At the beginning of the year	4000	0.074	4000	0.074
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity, etc.)	-	-	-	-
	At the end of the year	4000	0.074	4000	0.074
<b>5.</b>	<b>Vijay Prakash Pathak</b>				
	At the beginning of the year	1260	0.023	1260	0.023
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity, etc.)	-	-	-	-
	At the end of the year	1260	0.023	1260	0.023
<b>6.</b>	<b>Surender Kumar Gupta</b>				
	At the beginning of the year	-	-	-	-
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity, etc.)	-	-	-	-
	At the end of the year	-	-	-	-
<b>7.</b>	<b>Pabitra Kumar Patra</b>				
	At the beginning of the year	-	-	-	-
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons	-	-	-	-

	for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity, etc.)				
	At the end of the year	-	-	-	-

**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
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
• Addition	97,76,953.73	-	-	97,76,953.73
• Reduction	-	-	-	-
<b>Net Change</b>	<b>97,76,953.73</b>	-	-	<b>97,76,953.73</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	97,76,953.73	-	-	97,76,953.73
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>97,76,953.73</b>	-	-	<b>97,76,953.73</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	Gross salary	Vijay Prakash Pathak-WTD	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5,45,160	<b>5,45,160</b>
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	<b>5,45,160</b>	<b>5,45,160</b>

Ceiling as per the Act	Rs.42 Lac per annum by Ordinary Resolution for 5 years and complied with other condition. Rs.84 Lac per annum by Special Resolution for 3 years and complied with other conditions. As per Schedule V of the Companies Act, 2013
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#### B. REMUNERATION TO OTHER DIRECTORS

SN.	Particulars of Remuneration	Name of the Directors			Total Amount
		Ankur Anand	Manish Dutta	Shikha Nanda	
1					
	Independent Directors	Nil	Nil	Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors	Nil	Nil	Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act				

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

S.no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS Surender Kr Gupta	CFO Pabitra Kumar Patra	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	110652	545160	<b>655812</b>
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	<b>Nil</b>
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	<b>Nil</b>
2	Stock Option	Nil	Nil	Nil	<b>Nil</b>
3	Sweat Equity	Nil	Nil	Nil	<b>Nil</b>
4	Commission	Nil	Nil	Nil	<b>Nil</b>
	- as % of profit	Nil	Nil	Nil	<b>Nil</b>
	others, specify...	Nil	Nil	Nil	<b>Nil</b>
5	Others, please specify	Nil	Nil	Nil	<b>Nil</b>
	<b>Total (C)</b>	<b>Nil</b>	<b>110652</b>	<b>545160</b>	<b>655812</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

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)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

## **REPORT ON CORPORATE GOVERNANCE**

Corporate Governance refers to the set of systems, principles and processes by which a company is governed. They provide the guidelines as to how the company can be directed or controlled so as to fulfill its goal and objectives in a manner that adds to the value of the company and benefit to all stakeholders in the long term. Stakeholders in this case would include everyone ranging from the Board of Directors, management, shareholders to customers, suppliers, financiers, employees and society at large. Strong and improved Corporate Governance practices are indispensable in today's competitive world and complex economy.

Dr. Fresh Assets Limited looks at Corporate Governance requirements as an integral part of business strategy which contributes to business growth in ethical perspective. Besides complying with the prescribed Corporate Governance Practices as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as "Listing Regulations"), the Company has voluntarily adopted various practices of governance in terms of highest ethical and responsible standard of business, globally bench marked.

This chapter, along with the chapters on Management Discussion and Analysis and Additional Shareholders Information, reports, inter-alia Dr Fresh Assets Limited compliance of Listing Regulations highlighting the additional initiatives taken in line with international best practices.

### **1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Our Company's philosophy on Corporate Governance envisages attainment of highest levels of accountability, transparency, responsibility and fairness in all aspects of its operations. Our business culture and practices are founded upon a common set of values that govern our relationships with customers, employees, shareholders, suppliers and the communities in which we operate. The Company believes that all its actions must serve the underlying goal of enhancing overall shareholder value on a sustained basis.

### **2. BOARD OF DIRECTORS**

The Company maintains an optimum combination of Executive, Non-Executive and Independent Directors. The Board consists of total Four (4) Directors on 31<sup>st</sup> March 2020. Mr Vijay Prakash Pathak is the Whole Time Director, (1) Non-Executive Woman Director and Two (2) Non-Executive Independent Director.

None of the Directors on the Company's Board is a Member of more than ten Committees and Chairman of more than five Committees (Committees being, Audit Committee and Stakeholder Relationship Committee) across all the companies in which he/she is a Director.

**Following is the list of Directors and other details as on 31<sup>st</sup> March, 2020:**

Name of the Director & Designation	Category	No. of positions held in other Public Companies <sup>1</sup>		
		Board	Committee	
			Membership	Chairman ship
Mr Vijay Prakash Pathak Whole Time Director	Executive	1	Nil	Nil
Mrs Shikha Nanda Director	Promoter Non-Executive	1	Nil	Nil
Mr Ankur Anand Director	Non-Executive Independent	1	Nil	Nil
Mr Manish Dutta Director	Non-Executive Independent	Nil	Nil	Nil

**<sup>1</sup>Excludes directorships in Associations, Private, Foreign and Section 25/8 Companies.**

Further, as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as "Listing Regulations"), Chairman/membership of audit committees and Stakeholders' Relationship committees are only considered for the purpose of committee positions.

**Directors' Attendance Record**

During the Financial Year 2019-20, Seven (7) meetings of the Board of Directors were held on 20.04.2019, 30.05.2019, 14.08.2019, 31.08.2019, 14.11.2019, 16.01.2020 and 14.02.2020. The Board was duly supplied with the agenda of the meetings incorporating all material information for facilitating meaningful and focused discussions at the meeting. The intervening period between the Board Meetings was well within the maximum time gap of one hundred and twenty days as stipulated under Regulation 17 of the Listing Regulations and Secretarial Standard.

The necessary quorum was present for all the meetings.

Details of attendance of Directors in the Board meeting during the financial year 2019-20 are as under:

<b>Name of the Director</b>	<b>No. of Board Meeting</b>	<b>Attendance at the Board Meeting</b>	<b>Whether attended Last AGM</b>
Mr Vijay Prakash Pathak	7	7	Yes
Mrs Shikha Nanda	7	2	No
Mr Ankur Anand	7	7	Yes
Mr Manish Dutta	7	7	No

**Disclosure of relationships between Directors inter-se:**

There is no relationship between the directors.

**Number of shares and convertible instruments held by Non-Executive Directors:**

None of the Non-Executive Directors holds any share in the Company.

**Terms and conditions of appointment of Independent Directors**

The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company *i.e.* [www.drffreshassets.com](http://www.drffreshassets.com).

**Separate Meeting of Independent Directors**

During the year, one meeting of the Independent Directors was held on 14.02.2020 without the presence of Non-Independent Directors and members of management. In accordance with the Listing Regulations, following matters were, inter alia, reviewed and discussed in the meeting:

- Performance of Non-Independent Directors and the Board of Directors as a whole.
- Performance of the Chairman of the Company taking into consideration the views of executive and Non-Executive Directors.

- Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company.

### **Familiarization Programme for Independent Directors**

The Company conducts Familiarization programme for the Independent Directors to enable them to familiarize with the Company, its management and its operations so as to gain a clear understanding of their roles, rights and responsibilities for the purpose of contributing significantly towards the growth of the Company. They are given full opportunity to interact with senior management personnel and are provided with all the documents required and/or sought by them to have a good understanding of the Company, its business model and various operations and the industry, it is a part.

The details of the familiarization programme of the Independent Directors are available on the website of the Company ([www.drfreshassets.com](http://www.drfreshassets.com)).

### **DISCLOSURE REGARDING APPOINTMENT & RE-APPOINTMENT OF DIRECTORS IN THE ENSUING AGM**

Brief particulars of Directors who are appointed/re-appointed in this AGM are as follows:

<b>Particulars</b>	<b>Mr. Vijay Prakash Pathak</b>
DIN	07081958
Father's Name	Shri Mata Prasad Pathak
Date of Birth	03.06.1972
Nationality	Indian
Date of first appointment on the Board of Directors of the Company	31.01.2015
Address	House No-452, DDA Janta Flat, Badarpur, New Delhi-110044
Designation	Executive Director
Education	B.Com, LLB
Nature of Expertise /Experience	More than 23 years of experience in the particular business field
Relationships between the Directors inter-se	NIL
No of Board Meetings attended during the year	7/7
Terms and conditions of Appointment/Reappointment	Executive Director with remuneration
Companies in which holds Directorship*	Sunehari Exports (Haridwar) Ltd Dr Fresh Assets Ltd Dr Fresh Commercial Land Development Pvt Ltd** GSC Investors Advisors Pvt Ltd Berco Engineering Pvt Ltd DVA Technologies Pvt Ltd
Companies in which holds membership of committees	Dr Fresh Assets Ltd
Shareholding in the Company (No. & %)	1,260 (0.0234%)
Details of Remuneration sought to be paid	Rs. 45,430 p.m.
Remuneration last drawn (including sitting fees, if any)	Rs. 45,430 p.m.

*\*excludes Directorships in Associations, Foreign and Section 25/8 Companies.*

*\*\*Appointed w.e.f.30.06.2020.*

## **COMMITTEES OF BOARD OF DIRECTORS**

**Dr Fresh Assets Ltd has Three Board level Committees as on 31<sup>st</sup> March, 2020:**

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholders Relationship Committee

On applicability of Corporate Governance in terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board has reviewed the terms of all the Committees of the Board in line of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for members of various Committees. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below.

### **A. AUDIT COMMITTEE**

#### **Terms of Reference**

The terms of reference of the Audit Committee are as per the governing provisions of the Companies Act, 2013 (section 177) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part C of Schedule II).

#### **The Role of the Audit Committee includes the following:**

1. oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. reviewing, with the Management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b. changes, if any, in accounting policies and practices and reasons for the same;
  - c. major accounting entries involving estimates based on the exercise of judgment by Management;
  - d. significant adjustments made in the financial statements arising out of audit findings;
  - e. compliance with listing and other legal requirements relating to financial statements;
  - f. disclosure of any related party transactions;
  - g. modified opinion(s) in the draft audit report;



5. reviewing, with the Management, the quarterly financial statements before submission to the Board for approval;
6. reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
7. reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the listed entity with related parties;
9. scrutiny of inter-corporate loans and investments;
10. valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. reviewing the adequacy of internal audit function, if any, 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;
14. discussion with internal auditors of any significant findings and follow up there on;
15. 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 matter to the Board;
16. 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;
17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. considering such other matters the Board may specify;
21. reviewing other areas that may be brought under the purview of role of Audit Committee as specified in SEBI Regulations and the Companies Act, as and when amended.

Further, the Audit Committee is empowered to investigate any activity within its terms of reference, seek information it requires from any employee, obtain outside legal or other independent professional advice and secure attendance of outsiders with relevant expertise, if

considered necessary. Apart from the above, the Audit Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

## Composition

As on 31<sup>st</sup> March, 2020 the Audit Committee of the Company comprises of two Non-Executive Independent Directors and i.e. Mr Ankur Anand– as Chairman and Mr Manish Dutta as the Members of the Committee and one Whole time Director –Mr Vijay Prakash Pathak as member.

The Company Secretary of the Company is the Secretary of the Committee.

## Meetings & Attendance

The Committee met Six (6) times during the Financial Year 2019-2020 on the following dates: 22.04.2019, 30.05.2019, 14.08.2019, 31.08.2019, 14.11.2019 and 14.02.2020. Details of attendance of Directors in the Audit Committee meeting are as under:

Name of the Director	Category	Attendance at the Audit Committee Meeting
Mr Ankur Anand -Chairman	Non-Executive & Independent Director	6
Mr Manish Dutta-Member	Non-Executive & Independent Director	6
Mr Vijay Prakash Pathak-Member	Executive Director	6

## B. NOMINATION AND REMUNERATION COMMITTEE

### Terms of Reference

The terms of reference of the Nomination and Remuneration Committee are as per the governing provisions of the Companies Act, 2013 (section 178) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II).

The Remuneration Committee has been constituted to recommend/ review and approve the remuneration payable to Managing Director, Whole Time Director or other directors of the Company based on their performance.

The roles and responsibilities of the Committee include the following:

1. To formulate criteria for determining qualifications, positive attributes and independence of a Director.
2. To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
3. To formulate criteria for evaluation of Independent Directors and the Board.
4. To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
5. To recommend to the Board the appointment and removal of Directors and Senior Management.

6. To carry out evaluation of Director's performance.
7. To devise a policy on Board diversity, composition, size. Succession planning for replacing Key Executives and overseeing.
8. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
9. To perform such other functions as may be necessary or appropriate for the performance of its duties.

### **Composition**

The Company has a Nomination and Remuneration Committee of the Board of Directors. As on 31<sup>st</sup> March, 2020 it comprises of three Non-Executive and Independent Directors, namely Mr Ankur Anand as Chairman, Mr Manish Dutta and Mrs Shikha Nanda as Member of the Committee.

The Company Secretary of the Company is the Secretary of the Committee.

### **Meetings & Attendance**

The Committee met Four (4) times during the Financial Year 2019-2020 on the following dates: 14.08.2019, 31.08.2019, 14.11.2019 and 16.01.2020. Details of attendance of Directors in the Nomination and Remuneration Committee meeting are as under:

<b>Name of the Director</b>	<b>Category</b>	<b>Attendance at the Nomination Remuneration Committee Meeting</b>
Mr Ankur Anand -Chairman	Non-Executive & Independent Director	3
Mr Manish Dutta-Member	Non-Executive & Independent Director	3
Mrs Shikha Nanda	Non-Executive & Non-Independent Director	0

### **Performance evaluation criteria for Independent Directors**

The performance evaluation of independent directors is done by the entire Board of Directors (excluding the director being evaluated). On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent directors. The Board is evaluated on the basis of the following attributes namely, guiding strategy, nurturing leaders, aligning incentives, managing risks, enhancing the brand and enabling governance. The Directors expressed their satisfaction with the evaluation process.

### **Remuneration Policy of the Company**

The remuneration policy of the Company is directed towards rewarding performance. The Whole Time Director of the Company are entitled for payment of Remuneration as decided by the Board and approved by the members as per the provisions of the Companies Act, 2013.

Directors are also entitled for the sitting fee for attending Board/ Committee Meeting except the Whole Time Director.

However, all the Non-executive Directors of the Company have waived the sitting fee payable to them for attending Board/ Committee Meeting of the Company.

The Remuneration Policy and the evaluation criteria have been disclosed in the Director's Report which forms part of the Annual Report.

#### **Details of the Directors' Remuneration for the financial year ended 31<sup>st</sup> March, 2020**

<b>Name of Director</b>	<b>Sitting fees</b>	<b>Salaries &amp; Perquisites (In Rs.)</b>	<b>Commission, Bonus Ex-gratia</b>	<b>Total Amount (In Rs.)</b>	<b>No. of Shares held &amp; %</b>
Mr Vijay Prakash Pathak	Nil	545160	Nil	545160	1260 0.023%
Mrs Shikha Nanda	Nil	Nil	Nil	Nil	364340 (6.76%)
Mr Ankur Anand	Nil	Nil	Nil	Nil	27750 0.515%
Mr Manish Dutta	Nil	Nil	Nil	Nil	4000 0.074%

### **C. STAKEHOLDERS RELATIONSHIP COMMITTEE**

#### **Terms of Reference**

The terms of reference and the ambit of powers of Stakeholders Relationship Committee are as per the governing provisions of the Companies Act, 2013 (section 178) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II). The Committee considers and resolves the grievances of the shareholders of the Company, including complaints related to transfer of shares, non-receipt of annual report and non- receipt of declared dividends, etc.

#### **Composition**

As on 31<sup>st</sup> March, 2020, Committee comprises of two Non-Executive and Independent directors namely: Mr Ankur Anand as Chairman and Mr Manish Dutta as Member of the Committee and one Executive Director namely Mr Vijay Prakash Pathak as member.

The Company Secretary is the Secretary of the Committee.

The committee met 6 (Six) times during the year on 22.04.2019, 30.05.2019, 14.08.2019, 31.08.2019, 14.11.2019, 14.02.2020.

<b>Name of the Director</b>	<b>Category</b>	<b>Attendance at the SRC Meeting</b>
Mr Ankur Anand- Chairman	Non-executive & Independent Director	6
Mr Manish Dutta- Member	Non-executive & Independent Director	6
Mr Vijay Prakash Pathak- Member	Executive Director	6

#### **Investor Grievance Redressal**

During the year, the Company received Nil complaints from the shareholders. There were no pending complaints from any shareholder as on 31<sup>st</sup> March 2020.



### 3. GENERAL BODY MEETINGS

a) **Annual General Meetings:** Particulars of past three Annual General Meetings of the Company:

Year	Date	Venue	Time	No of Special Resolution passed
2017	28.09.2017	B-1/ E-24, Mohan Co-operative Industrial Area, Mathura Road, New Delhi-110044	5 PM	Nil
2018	28.09.2018	B-1/E- 24, Mohan Co-Operative Industrial Area, Mathura Road, New Delhi- 110 044	5 PM	1. Re-appointment of Mr Ankur Anand as an Independent Director for a term of five consecutive years from 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2024 2. Re-appointment of Mr Manish Dutta as an Independent Director for a term of five consecutive years from 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2024
2019	30.09.2019	B-1/E- 24, Mohan Co-Operative Industrial Area, Mathura Road, New Delhi- 110 044	10 AM	1. Alteration of Object clause of the Memorandum of Association of the Company

b) During the year under review, no special resolution has been passed through the exercise of postal ballot.

### 4. MEANS OF COMMUNICATION

- a) At present quarterly/ half-yearly reports are not being sent to each household of shareholders.
- b) **The Quarterly / half-yearly / Annual Accounts results:** The Company's quarterly results are published in Financial Express (English) (Delhi), Jansatta (Hindi)(Delhi) and are displayed on its website ([www.drffreshassets.com](http://www.drffreshassets.com)).
- c) **Website:** The Company's website ([www.drffreshassets.com](http://www.drffreshassets.com)) contains a separate dedicated section 'Investor Relations' where shareholders' information is available.
- d) **Annual Report:** The Annual Report containing, inter alia, Audited Financial Statement, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website ([www.drffreshassets.com](http://www.drffreshassets.com)).
- e) **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a Centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

## 5. GENERAL SHAREHOLDERS INFORMATION

### (i) Annual General Meeting

Day & Date	Time	Venue
Sunday, September 27, 2020	11:00 A.M	IST; being held through video conferencing/ other audio visual means.

### (ii) Financial Calendar

Events	Tentative time frame
Financial Reporting for the first quarter ended 30 <sup>th</sup> June, 2020	On or before 14 <sup>th</sup> September, 2020 (actual)
Financial Reporting for the second quarter ending 30 <sup>th</sup> September, 2020	On or before by 14 <sup>th</sup> November, 2020
Financial Reporting for the third quarter ending 31 <sup>st</sup> December, 2020	On or before by 14 <sup>th</sup> February 2021
Financial Reporting for the fourth quarter ending 31 <sup>st</sup> March, 2021	On or before by 30 <sup>th</sup> May 2021 (Audited)

### (iii) Dates of Book Closure

Sunday, 20<sup>th</sup> September, 2020 to Sunday, 27<sup>th</sup> September, 2020 (both days inclusive)

### (iv) Dividend Payment Date

Not applicable

### (v) Listing on Stock Exchanges:

The Shares of the Company is listed on the **Metropolitan Stock Exchange of India (MSE)**, Vibgyor Towers, 4th Floor, Plot No C-62, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400098, Maharashtra

The annual listing fees for the Financial Year 2020-21 to MSEI have been paid by the Company within the stipulated time.

(vi) **Stock Code/ Symbol:** DRFRESH at the Metropolitan Stock Exchange of India (MSE).

(vii) **Market Price Data:** Presently there is no trading of securities on the MSEI.

### (viii) Registrar and Share Transfer Agent & Share Transfer System

Mas Services Ltd is the Registrar and Share Transfer Agent for the shares of the Company in both physical as well as electronic modes. Securities lodged for transfer at the Registrar's address or at the Company's Registered Office, are normally processed within 15 days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days. The Company has authorised the Registrar and Transfer Agent to approve and execute transfer and transmission of shares. Grievances received from investors and other miscellaneous correspondence on change of address, mandates, etc. are processed by the Registrars within 15 days.

Members are requested to correspond with the Company's Registrar and Transfer Agents M/s Mas Services Ltd quoting their folio no. at the following address:

<b>Particulars</b>	<b>Mas Services Ltd</b>
Contact Person	Mr Sarwan Mangla
Address	T-34, 2nd Floor, Okhla Industrial Area, Phase – II New Delhi - 110 020
Telephone No.	011-26387281/82/83
Fax No.	011-26387384
E mail	<a href="mailto:mas_serv@yahoo.com">mas_serv@yahoo.com</a>

**(ix) Distribution of Shareholding as on 31<sup>st</sup> March 2020:**

<b>NO OF SHARE HOLDERS</b>	<b>% TO TOTAL</b>	<b>SHARE HOLDING OF NOMINAL VALUE OF Rs</b>	<b>NO OF SHARE</b>	<b>AMOUNT IN Rs</b>	<b>% TO TOTAL</b>
315	58.011	1 TO 5000	15561	155610	0.289
120	22.099	5001 TO 10000	87655	876550	1.626
54	9.945	10001 TO 20000	79240	792400	1.470
17	3.131	20001 TO 30000	44160	441600	0.819
3	0.552	30001 TO 40000	11300	113000	0.210
2	0.368	40001 TO 50000	9000	90000	0.167
5	0.921	50001 TO 100000	29278	292780	0.543
27	4.972	100001 AND ABOVE	5113359	51133590	94.875
<b>543</b>	<b>100</b>	<b>TOTAL</b>	<b>5389553</b>	<b>53895530</b>	<b>100</b>

**(x) Dematerialization of shares and liquidity:** As on 31<sup>st</sup> March 2020 about 74.31% of the Company's equity paid-up capital had been dematerialized. Trading in equity shares of the Company at the Stock Exchange is permitted compulsorily in demat mode.

**(xi)** There are no outstanding GDRs/ ADRs/ Warrants or any Convertible other Instruments as on the date.

**(xii) Plant Locations:** There was no plant.

**(xiii) Address for Correspondence:** The shareholders may send their communication grievances/ queries to the Registrar and Share Transfer Agents at their Address mentioned above or to the Company at its Corporate Office:

B-1/E-24, Mohan Co-operative Industrial, Area Mathura Road, New Delhi - 110044  
Phone: 011-41679238, Fax No. 011-26940969  
E-mail: drfresh@drfreshassets.com

## **6. DISCLOSURES**

### **a) Related Party Transactions**

There are no materially significant related party transactions with its Promoters, the Directors or the Management, their Subsidiaries or Relatives etc., which may have potential conflict with the interest of the company at large. The other related party transactions are given in **Point no. 32 of Notes on Accounts** annexed to and forming the part of Balance Sheet and Profit and Loss Account of the Company.



The policy has been disclosed on the website of the Company at [www.drfrshassets.com](http://www.drfrshassets.com).

**b) Non-compliance by the Company, Penalties, Structures**

There were no instances of non-compliance by the Company, penalties, structures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

**c) Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the Audit Committee:**

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for directors and employees to report concerns about unethical behavior. Further no person has been denied access to the Chairman of the audit committee. The said policy has been also put up on the website of the Company.

**d) Compliance with Mandatory Requirements and adoption of the non-mandatory requirements:**

The Company has fully complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**e) Web Link for various Policies**

The details of various other policies applicable on the Company are available on Corporate Governance Section under the Investors Tab on the website of the Company ([www.drfrshassets.com](http://www.drfrshassets.com))

**f) Code of Conduct for Prevention of Insider Trading**

Your Company's Code of Conduct for Prevention of Insider Trading covers all the Directors, senior management personnel, persons forming part of promoter(s)/promoter group(s) and such other designated employees of the Company, who are expected to have access to unpublished price sensitive information relating to the Company. The Directors, their relatives, senior management personnel, persons forming part of promoter(s)/promoter group(s), designated employees etc. are restricted in purchasing, selling and dealing in the shares of the Company while in possession of unpublished price sensitive information about the Company as well as during the closure of trading window.

The Board of Directors has approved and adopted the Code of Conduct to Regulate, Monitor and Report Trading by Insiders in line with SEBI (Prohibition of Insider Trading) Regulation, 2015 and the same can be accessed on the website of the Company –[www.drfrshassets.com](http://www.drfrshassets.com).

Your Board of Directors has also approved the Code for Fair Disclosure and the same can be accessed on the website of the Company-[www.drfrshassets.com](http://www.drfrshassets.com).

**g) Disclosure of the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted.**

**i. Maintenance of the Chairman's Office**

The Company has not appointed any Chairman of the Company. The present board appoint Chairman for conducting board meeting and general meeting.

**ii. Shareholders Rights**

The quarterly and annual financial results of the Company are published in newspapers on an all India basis and are also posted on the Company's website, [www.drfrshassets.com](http://www.drfrshassets.com). Significant events if any are also posted on this website under the 'Investor relations' section. The complete Annual Report is sent to every Shareholder of the Company.

**iii. Modified opinion(s) in Audit Report**

The Auditors have raised no qualifications on the financial statements of the Company.

**iv. Separate posts of Chairman and CEO**

The Company had not appointed any Chairman and CEO of the Company. Mr Vijay Prakash Pathak is Whole Time Director of the Company.

**v. Reporting of Internal Auditors**

The Internal Auditor reports directly to the Audit Committee based on the inputs provided by the Management on their observations if any on a quarterly basis.

**h) Disclosure of compliance of regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46**

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**8. CODE OF CONDUCT**

The Board has formulated a code of conduct for the Board members and senior management of the Company. The same has also been posted on the website of the Company. All Board members and senior management personnel have affirmed their compliance with the code.

**Declaration on compliance with code of conduct by the Whole Time Director:**

The Board has formulated a code of conduct for the Board members and senior management of the Company, which has been posted on the website of the Company – [www.drfrshassets.com](http://www.drfrshassets.com).

It is hereby affirmed that all the Directors and senior management personnel have complied with the code of conduct framed by the Company and a confirmation to that effect has been obtained from the directors and senior management.

**Sd/-  
Vijay Prakash Pathak  
Whole Time Director**

**Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance:**

The Certificate from the Practicing Company Secretary regarding compliance of conditions of corporate governance is annexed with this Report and forms an integral part of the Annual Report.

**CEO/CFO Certification**

We, Vijay Prakash Pathak, Whole Time Director and Pabitra Kumar Patra, Chief Financial Officer responsible for the finance function certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March 2020 and that to the best of my knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) we have indicated to the auditors and the Audit committee
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**For Dr Fresh Assets Limited**

**Date : 30<sup>th</sup> August, 2020  
Place: New Delhi**

**Sd/  
Vijay Prakash Pathak  
Whole Time Director**

**Sd/  
Pabitra Kumar Patra  
Chief Financial Officer**

## COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members of **Dr Fresh Assets Limited**

We have examined the compliance of conditions of Corporate Governance by Dr Fresh Assets Limited, for the year ended on 31<sup>st</sup> March 2020, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and Paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”).

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI LODR Regulations during the year ended on 31<sup>st</sup> March 2020.

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

**For R&D  
Company Secretaries**

**Sd/  
Debabrata Deb Nath  
Partner  
FCS No.: 7775; CP No. : 8612  
UDIN: F007775B000633686**

**Place: Delhi  
Date: August 29, 2020**

## **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Regulation 34(4) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
The Members of  
**DR. FRESH ASSETS LIMITED**  
B-1/E-24, Mohan Co Operative Industrial Area,  
Mathura Road, New Delhi-110044

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of DR. FRESH ASSETS LIMITED having CIN: L74899DL1990PLC042302 and having registered office at B-1/E-24, Mohan Co Operative Industrial Area, Mathura Road, New Delhi-110044 (hereinafter referred to as “the company”), produced before me by the company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with schedule V Para C sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal of [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial year ending 31<sup>st</sup> March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>Sl. No.</b>	<b>DIN</b>	<b>Full Name</b>	<b>Date of Appointment</b>
1	00095106	Shikha Nanda	13/03/2015
2	00150043	Manish Dutta	29/05/2005
3	00506761	Ankur Anand	11/09/2001
4	07081958	Vijay Prakash Pathak	31/01/2015

Ensuring the eligibility of for the appointment/ continuing of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For R & D**  
**Company Secretaries**

**Sd/-**  
**Debabrata Deb Nath**  
**Membership No. 7775**  
**C.P. No. 8612**  
**UDIN: F007775B000613138**  
**Date: 25<sup>th</sup> August, 2020**  
**Place: New Delhi**

## Management Discussion and Analysis Report

### Industry Structure and Development

The Global economies are facing coeval deceleration due to various factors affecting our world. The outbreak of coronavirus (COVID-19) and preventive measures such as lockdowns have stagnated the fast growing and emerging economies. And amid the pandemic the rising trade tensions between large economies and geopolitical issues has led the world to experience decline in global growth of about 5.2% in 2020 as per The World Economic Outlook (WEO) update.

Turning to our domestic economy, the fourth quarter of the financial year has reached its lowest in 17 years at 3.1%. As per the Central Statistics Office (CSO), GDP growth for FY20 stood at an 11-year low of 4.2% lower than the government projection of 5.0% in both first and second advance estimates. It is further expected to worsen as revenue shortage due to reduction in tax collection and subsequent factors of lockdown on the economy will play there part.

The real estate sector contracted by 38% in April as the lockdown began. To combat the slack in the consumption and demands, and also to maintain the stability in economy RBI has cut the repo rate by 40 bps to 4.0% in May 2020, which is the lowest ever and also rolled out range of measures to preserve financial stability and counter the economic impact of COVID19. It has also undertaken open market operations and US dollar–rupee swaps to ensure adequate rupee and dollar liquidity during the recent global sell-off. Hence, as per the experts domestic demand will rebound strongly once the pandemic passes and as and when full economic activity resumes.

The Real estate sector was just getting back in business after aligning itself to the multiple reforms and changes brought in by demonetization, RERA, GST, IBC, NBFC crisis etc. and prior to COVID19, the sector was expected to grow to USD 650 billion and contribute around 13% of India's GDP by 2025 (from around 6-7% in 2017), according to ANAROCK Research.

### Opportunities and Threats:-

As the pandemic outbreak has temporarily disrupted the sector, the market condition has mutated to a extent which possesses major challenges for the competitors in business, while your company is not leaving any stone unturned to tackle such issues.

The recent reforms in the industry have been instrumental to bring transparency, accountability and fiscal discipline over the last few years. While, Current outbreak is expected to derail the sector's growth momentum in the short term due to its impact on the overall slowing economy but it also offers some benefits in long run as weak players might cease to exist in market. Your Company is adequately equipped to face and mitigate any such adverse situation and seems robust against such risk in the industry, with the exception of certain primary concerns that have afflicted the progress of real estate industry in general after the pandemic, like:

- Downtrend in demand due to current situation.
- Unavailability of workers might pose a challenge post lockdown and would lead to construction delays.
- Budget 2020 did not have much to offer to the real estate sector as no measures to boost demand and liquidity have been taken.
- Limited investment from the organized sector.
- Unfavorable changes in government policies affect industries performance.
- Economic deceleration of all segments of society has affected a decade's development.

As seen in the recent past, government policies have always been supportive for us, except for a few continuing obstacles like the real estate sector in India is heavily regulated by the central, state and local governments. Real estate developers are required to comply with a number of laws and regulations, including policies and procedures established and implemented by local authorities in relation to land acquisition, transfer of property, registration and use of land. These laws often vary from state to state. Obtaining approvals lead to delays and could warrant revised scheduling of project timelines. However, we believe the government is under pressure of handling the pandemic and we hope it shortly provides us with reliefs sector requires as said risks can be averted if the government aligns its real estate policies along a regulatory framework, instead of being restrictive in nature.

### **Product wise Performance**

The Product wise performance is detailed on the Financial Statements attached to the Annual Report which indicates that in the current year, 160.93 lakhs revenue was earned from trading of precious metal.

### **Outlook**

As the real estate sector continues to tackle the existing issues created by the aftershocks of the liquidity crisis and resulting disruption of COVID19, we see an opportunity for well established players in the industry. Our existing projects will help maintain operational performance ahead. The pace of consolidation in the sector is also expected to accelerate further and we expect to gain. The start of FY2021 may be muted due to the lockdown and had subsequent impact on economy, but we believe our dawn is not distant.

### **Risks & Concerns**

Your Company is exposed to a number of risks in the current scenario such as economic, regulatory, taxation and environmental risks as well as sectoral investment outlook. Some risks may arise unexpected in the normal course of business that could impact its ability to address future developments comprise liquidity risk, counterparty risk, regulatory risk, commodity inflation risk and market risk. Your Company's strategy of focusing on key problems and geographical segments is exposed to economic and market conditions. Your Company implemented robust risk management policies that set out the tolerance for risk and your Company's general risk management philosophy. Your Company established a framework and process to monitor exposures to implement appropriate measures in a timely and effective manner.

### **Internal Control Systems and Adequacy**

The Company has established internal control systems for ensuring optimum use of resources and safeguarding the assets. The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. These business control procedures ensure efficient use and protection of the resources and compliance with the policies, procedures and status.

### **Financial performance with respect to operational performance:-**

Financial performance for the financial year 2019-20:

- a) Revenue from operations increased by 241.47% from Rs. 98.45 Lakhs in Financial year 2018-19. to Rs.230.49 in financial year 2019-20.
- b) Profit before tax decreased by 93.68% from Rs. 86.25 Lakhs in Financial year 2018-19 to Rs. 5.45 Lakhs in financial year 2019-20.

c) The company reported an EPS of Rs. 0.99 in financial year 2018-19 to Rs. 0.04 in financial year 2019-20.

d) Segment wise performance:  
Trading Activities: 100%

#### Key Financial Ratios:

Particular	FY 2019-20	FY 2018-19	Reason for change more than 25%
Debtor Turnover	13.706	19.959	The Change is due to decrease in net credit sales/services during the year
Inventory Turnover	0.113	0.013	NA
Interest Coverage Ratio	2.199	39.507	The Change is due to net profit is decreased because of provision of Rs 136.46 lakh for diminution in value of current investments due to Covid-19
Current Ratio	3.520	3.462	NA
Debt Equity Ratio	0.269	0.282	NA
Operating Profit Margin	0.381	0.120	The Change is due to increase of export turnover during the year
Net Profit Margin	0.008	0.289	The Change is due to net profit is decreased because of provision of Rs 136.46 lakh for diminution in value of current investments due to Covid-19
Return on Net Worth	0.001	0.015	NA

#### Material developments in Human Resources/ Industrial Relations front, including number of people employed

The Company recognizes the importance and contribution of its human resources for its growth and development and is committed to the development of its people.

At DFAL, equal importance is given to the development of the company's human resource. DFAL has always recruited the best talent available in the industry – people with years of expertise and experience behind them. The Company considers its employees to be the most valuable asset and is committed to provide a conducive work environment to enable each individual to fully realize his or her potential. The human resource programmes focus on strengthening key areas of Enhancing individual and organization readiness for future challenges. Management is investing in enhancing technical and managerial skills of employees for building competencies needed for growth plans. Our business review & performance improvement process continues to put focus on performance and periodic review of each of our businesses and individuals.

The Company has cordial relations with employees and staff. There are no industrial relations problems during the year and the Company does not anticipate any material problems on this count in the current year.



## **AUDITOR'S REPORT**

### **INDEPENDENT AUDITOR'S REPORT**

To the Members of DR FRESH ASSETS LIMITED

#### **Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying standalone financial statements of DR FRESH ASSETS LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at March 31, 2020, and profit/loss, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Emphasis of Matter**

(i) We draw attention to Note 10(iii), 30 and 33(iii) to the standalone financial results, which describes the uncertainties and the impact of Covid-19 pandemic on the company's operations and results as assessed by the management. Our opinion is not modified in respect of this matter.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. The company has certain matters under dispute which involves judgement to determine the possible outcome of these disputes (Refer Note No. 40) to the standalone financial statements. We obtained the details of the disputes with their present status and documents. We made an in-depth analysis of the dispute. We also considered legal procedures and other rulings in evaluating management's

position on these disputes to evaluate whether any change was required to management's position on these disputes.

2. The company operates internationally and portion of the business is transacted in several currencies and consequently it is exposed to foreign exchange risk. We assessed the foreign exchange risk management policies adopted by the group. The group manages risk through formulating risk management objectives and policies which are reviewed by the senior management, Audit Committee and Board of directors of the holding company. Our audit approach was a combination of test of internal controls and substantive procedures to evaluate chances of minimizing the risk involved.

### **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, which are yet to be finalized but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We will give our report on same as and when other information furnished.

### **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using

the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

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, 2013, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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 it appears from our examination of those books
- c) The Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone 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 the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS Financial Statements - Refer note no. 40 to the standalone financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Suresh Kumar Mittal & Co.  
Chartered Accountants  
Firm Registration No.: 500063N

(Ankur Bagla)  
Partner  
Membership No.: 521915  
UDIN: 20521915AAAABV8930

Place: New Delhi  
Date: 30.06.2020

**Annexure A referred to in Paragraph (I) under the heading of “Report on Other Legal and Regulatory Requirements” of our report of even date to the members of Dr Fresh Assets Limited on the standalone Ind AS Financial Statements for the year ended 31<sup>st</sup> March 2020.**

(i) (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 during the year as per the phased program designed to cover all the fixed assets over a period, which in our opinion is reasonable having regard to the size of the company and nature of its assets. Discrepancies noticed on such verification, which are not material, have been properly dealt with in the books of accounts.
(c)	The title deeds of immovable properties are held in the name of the company except stated in note no. 41 (ii).
(ii)	As explained to us, the inventories have been physically verified by the management during the year except stocks lying with third parties in respect of whom confirmations have been obtained and the discrepancies noticed on physical verification as compared to book record, which are not material, have been properly dealt with in the books of account. In our opinion, the frequency of such verification is reasonable.
(iii)	<p>In respect of secured/ unsecured loans granted to companies, firms, Limited liability partnerships or other parties listed in the register maintained under section 189 of the Companies Act, 2013 we report that</p> <p>a) The terms and conditions for grant of such loans are not prejudicial to the interest of the company.</p> <p>b) In our opinion the receipt of the principal amount and interest are as per stipulation.</p> <p>c) There are no overdue amounts</p>
(iv)	In our opinion and according to the information and explanation 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.
(v)	According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of sections 73,74,75 and 76 of the Act and the rules framed thereunder and hence reporting under clause (v) of the Order is not applicable to the Company.

(vi)	The Central Government has not specified maintenance of cost records under sub section (1) of Section 148 of the Companies Act, 2013 in respect of products dealt with by the company.
(vii)	According to the records of the company, examined by us and information and explanations given to us:  (a) The company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect thereof were outstanding as at 31st March,2020 for a period of more than six months from the date they became payable.  (b) According to the records of the company, there are no dues of income tax or sales tax or service tax or duty of custom or duty of excise or value added tax which have not been deposited on account of any dispute.
(viii)	In our opinion and according to the information and explanations given to us, the company has not taken any loan from bank/ financial institution and accordingly clause (viii) of CARO,2016 is not applicable to the company.
(ix)	In our opinion no moneys were raised by way of initial public offer or further public offer (including debt instruments) accordingly clause (ix) of CARO,2016 is not applicable to the company.
(x)	Based on the audit procedures performed and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
(xi)	In our opinion and according to the information and explanations given to us, the company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
(xii)	The company is not a nidhi company and hence provisions of clause (xii) of the order are not applicable to the company.
(xiii)	In our opinion and according to the information and explanations given to us, the Company's transactions with its related parties are in compliance with sections 177 and 188 of the Act where applicable and details of related party transactions have been disclosed in the Standalone Ind AS financial statements etc as required by the accounting standards in notes to the Financial Statements.

(xiv)	During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.
(xv)	In our opinion and according to the information and explanation given to us, during the year, the company has not entered into any non-cash transactions with directors or persons connected with him.
(xvi)	In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Suresh Kumar Mittal & Co.  
Chartered Accountants  
Firm Reg. No.: 500063N

(Ankur Bagla)  
Partner  
Membership No.: 521915  
UDIN: 20521915AAAABV8930

Place: New Delhi  
Date: 30.06.2020



**Annexure B referred to in Paragraph (II)(f) under the heading of “Report on Other Legal and Regulatory Requirements” of our report of even date to the members of Dr Fresh Assets Limited on the standalone Ind AS Financial Statements for the year ended 31<sup>st</sup> March 2020.**

**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 Dr Fresh Assets Limited (“the Company”) as of March 31<sup>st</sup>,2020 in conjunction with our audit of the Standalone Ind AS 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 (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (ICAI)”. 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 Act.

**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 and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, 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 ICAI. 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 judgement, including the assessment of the risks of material misstatement of the standalone 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 standalone 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:

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone 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 2020, 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 issued by the ICAI".

For Suresh Kumar Mittal & Co.  
Chartered Accountants  
Firm Reg. No.: 500063N

(Ankur Bagla)  
Partner  
Membership No.: 521915  
UDIN: 20521915AAAABV8930

Place: New Delhi  
Date: 30.06.2020

**DR. FRESH ASSETS LIMITED**  
CIN - L74899DL1990PLC042302  
**BALANCE SHEET AS AT 31ST MARCH 2020**

Particulars	Note No	As at 31.03.2020	As at 31.03.2019	
		Rs in lakh		
<b>ASSETS</b>				
<b>I</b>	<b>NON CURRENT ASSETS</b>			
1				
	Property, Plant and Equipments	4	393.54	411.57
2	Financial Assets			
	(i) Investments	5	401.77	1,141.34
	(ii) Loans	6	346.54	335.73
	(iii) Other Financial Assets	7	5.05	5.05
3	Deferred Tax Assets (net)	8	-	-
	<b>Total Non-Current Assets</b>		<b>1,146.90</b>	<b>1,893.69</b>
<b>II</b>	<b>CURRENT ASSETS</b>			
1	Inventories	9	1,425.51	1,425.51
2	Financial Assets			
	(i) Investments	5	368.17	387.86
	(ii) Trade Receivables	10	10.06	2.26
	(iii) Cash and Cash Equivalents	11	7.34	37.92
	(iv) Other Balances with Banks	12	200.00	200.00
	(v) Other Financial Assets	7	1.19	1.10
3	Income Tax Assets (net)	13	117.61	117.88
4	Other Current Assets	14	923.29	959.51
	<b>Total Current Assets</b>		<b>3,053.17</b>	<b>3,132.03</b>
	<b>TOTAL ASSETS</b>		<b>4,200.07</b>	<b>5,025.72</b>
<b>EQUITY AND LIABILITIES</b>				
<b>I</b>	<b>EQUITY</b>			
1	Equity Share Capital	15	543.07	543.07
2	Other Equity	16	2,765.56	3,376.87
	<b>Total Equity</b>		<b>3,308.63</b>	<b>3,919.94</b>
	<b>LIABILITIES</b>			
<b>II</b>	<b>NON-CURRENT LIABILITIES</b>			
1	Financial Liabilities			
	(i) Other Financial Liabilities	17	12.88	11.13
2	Provisions	18	10.59	8.44
3	Deferred Tax Liabilities (net)	8	0.69	181.52
	<b>Total Non Current liabilities</b>		<b>24.16</b>	<b>201.09</b>
<b>III</b>	<b>CURRENT LIABILITIES</b>			
1	Financial Liabilities			
	(i) Borrowings	19	97.77	-
	(ii) Trade and Other Payables	20	85.43	74.36
2	Provisions	18	23.21	11.74
3	Other Current Liabilities	21	660.88	818.60
	<b>Total Current Liabilities</b>		<b>867.28</b>	<b>904.69</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>4,200.07</b>	<b>5,025.72</b>

See Accompanying Notes to the Financial Statements

As per our report of even date annexed  
For SURESH KUMAR MITTAL & CO.,  
Chartered Accountants  
Reg. No. 500063N

Ankur Bagla  
Partner  
Membership No.-521915  
UDIN: 20521915AAAABV8930  
Place: New Delhi  
Date : 30.06.2020

For and on behalf of Board of Directors

Vijay Prakash Pathak     Ankur Anand  
Whole Time Director     Director  
DIN - 07081958     DIN - 00506761

Pabitra Kumar Patra     Surender Kr. Gupta  
Chief Financial Officer     Company Secretary

**DR. FRESH ASSETS LIMITED**  
**CIN - L74899DL1990PLC042302**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2020**

Particulars	Note	For the year ended 31st	For the year ended 31st
		March, 2020	March, 2019
Rs in lakh			
<b>I REVENUE</b>			
Revenue from Operations	22	230.49	98.45
Other Income	23	57.93	88.97
<b>Total Revenue</b>		<b>288.42</b>	<b>187.42</b>
<b>II EXPENSES</b>			
Change In Inventory	24	-	-
Purchases	25	35.62	4.20
Employee Benefits Expense	26	35.18	34.14
Finance Costs	27	4.54	2.24
Depreciation & Amortization Expenses	28	15.03	15.13
Other Expenses	29	192.59	45.45
<b>Total Expenses</b>		<b>282.97</b>	<b>101.17</b>
<b>III PROFIT/(LOSS) BEFORE TAX</b>		<b>5.45</b>	<b>86.25</b>
<b>IV TAX EXPENSE</b>			
Current Tax		22.76	25.99
Deferred Tax		(19.63)	18.86
Add: MAT Credit Entitlement		0.11	12.85
<b>V PROFIT/LOSS AFTER TAX</b>		<b>2.42</b>	<b>54.26</b>
<b>VI OTHER COMPREHENSIVE INCOME</b>			
<b>Items that will not be classified subsequently to profit &amp; loss</b>			
-Fair Value of Non-current Investments		(774.57)	928.23
-Income tax on above		-	-
-Remeasurements of post employment benefit obligations		(0.37)	0.07
-Income tax on above		161.21	(193.09)
<b>Items that will be classified subsequently to profit &amp; loss</b>			
Other Comprehensive Income, net of tax		(613.73)	735.20
<b>VII TOTAL COMPREHENSIVE INCOME</b>		<b>(611.31)</b>	<b>789.46</b>
<b>VIII EARNING PER SHARE (Rs.)</b>			
Basic and dilutive	30	0.04	0.99

As per our report of even date annexed  
For SURESH KUMAR MITTAL & CO.,  
Chartered Accountants  
Reg. No. 500063N

Ankur Bagla  
Partner  
Membership No.-521915  
UDIN: 20521915AAAABV8930  
Place: New Delhi  
Date : 30.06.2020

For and on behalf of Board of Directors

Vijay Prakash Pathak  
**Whole Time Director**  
DIN - 07081958

Pabitra Kumar Patra  
**Chief Financial Officer**

Ankur Anand  
**Director**  
DIN - 00506761

Surender Kr. Gupta  
**Company Secretary**

## DR. FRESH ASSETS LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

Particulars	For the year ended 31st March, 2020 Rs. in lakh	For the year ended 31st March, 2019 Rs. in lakh
<b>A. Net Profit/ (Loss) before Tax and after Impairment Loss</b>	5.45	86.25
<b>Adjustment for</b>		
Interest Income	(32.92)	(37.66)
Finance Income	(2.06)	(1.75)
Dividend on Mutual Fund	(11.89)	(12.12)
Depreciation	15.03	15.13
Interest / Finance charges	4.54	2.24
Employees Benefits Paid	-	(0.05)
Provision for Employees Benefits	1.09	0.97
Liability no longer required written back	-	(5.24)
Diminution in value of Investment	136.46	(21.04)
Irrecoverable Advances written off	-	5.04
Exchange Fluctuation	7.26	4.11
Loss/ (Profit) on Sale of Investments (net)	0.15	3.43
Loss/ (Profit) on Sale of Fixed Assets (net)	(1.01)	-
Operating Profit/ (Loss) before change in working capital	122.10	39.32
<b>Adjustment for working capital changes</b>		
Inventories	-	-
Trade & other receivables	28.42	(25.62)
Trade & other payables	(152.26)	(80.32)
Net Cash inflow from operating activities	(1.73)	(66.62)
Interest/Finance charges paid	-	-
Direct Taxes Paid/Adjusted	(10.88)	(78.58)
<b>Net Cash flow from /(used in) operating activities (A)</b>	<b>(12.61)</b>	<b>(145.20)</b>
<b>B. Cash flow from investing activities</b>		
Purchase of Fixed Assets	-	(5.77)
Purchases of Investments	(152.98)	(136.56)
Sales of Investments	1.06	53.74
Sale of Fixed Assets	4.00	-
Loans Recd back/ (Given)	(19.33)	(10.70)
Interest received	41.35	29.80
Dividend on Mutual Fund received	11.89	12.12
<b>Net Cash flow from/(used in) Investing Activities (B)</b>	<b>(114.01)</b>	<b>(57.38)</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from Short Term Loans	97.77	-
Interest/Finance charges paid	(1.73)	-
<b>Net Cash Flow from /(used in) Financing Activities (C)</b>	<b>96.04</b>	<b>0.00</b>
<b>Net Increase /(decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(30.58)</b>	<b>(202.58)</b>
Cash and cash equivalents at the beginning of the year	237.92	440.50
Cash and cash equivalents at the end of the year	207.34	237.92

Notes: Figures in bracket represent cash outflow.

As per our report of even date annexed

For SURESH KUMAR MITTAL &amp; CO.,

Chartered Accountants

Reg. No. 500063N

Ankur Bagla

Partner

Membership No.- 521915

UDIN: 20521915AAAABV8930

Place : New Delhi

Dated : 30.06.2020

For and on behalf of Board of Directors

Vijay Prakash Pathak

Whole Time Director

DIN - 07081958

Pabitra Kumar Patra

Chief Financial Officer

Ankur Anand

Director

DIN - 00506761

Surender Kr. Gupta

Company Secretary

## STATEMENT OF CHANGES IN EQUITY

Rs in lakh

Particulars	Equity Share Capital	Other Equity					Total Other Equity	Total equity attributable to equity holders of the company
		Reserves and surplus			Other comprehensive income			
		Capital Reserve*	General Reserve	Retained Earnings	Remeasurement of defined benefit plans	Other items of OCI		
Balance as of 01.04.2018	543.07	7.68	338.41	2329.47	(0.12)	(88.05)	2,587.41	<b>3,130.48</b>
Addition during the period	-	-	-	-	-	-	-	-
Profit/Loss for the period	-	-	-	54.26	-	-	54.26	<b>54.26</b>
Other comprehensive income for the year	-	-	-	-	0.05	735.15	735.20	<b>735.20</b>
<b>Balance as of 31.03.2019</b>	<b>543.07</b>	<b>7.68</b>	<b>338.41</b>	<b>2,383.73</b>	<b>(0.07)</b>	<b>647.11</b>	<b>3,376.87</b>	<b>3,919.94</b>
Balance as of 01.04.2019	543.07	7.68	338.41	2,383.73	(0.07)	647.11	3,376.87	<b>3,919.94</b>
Addition during the period	-	-	-	-	-	-	-	-
Profit/Loss for the period	-	-	-	2.42	-	-	2.42	<b>2.42</b>
Other comprehensive income for the year	-	-	-	-	(0.28)	(613.46)	(613.73)	<b>(613.73)</b>
<b>Balance as of 31.03.2020</b>	<b>543.07</b>	<b>7.68</b>	<b>338.41</b>	<b>2,386.15</b>	<b>(0.35)</b>	<b>33.65</b>	<b>2,765.56</b>	<b>3,308.63</b>

\* The Company recognises profit and loss on purchase, sale, issue or cancellation of the own equity instruments to capital reserve.

As per our report of even date annexed  
For SURESH KUMAR MITTAL & CO.,  
Chartered Accountants  
Reg. No. 500063N

For and on behalf of Board of Directors

Ankur Bagla  
Partner  
Membership No. -521915  
UDIN: 20521915AAAABV8930  
Place: New Delhi  
Date : 30.06.2020

Vijay Prakash Pathak  
Whole Time Director  
DIN - 07081958

Ankur Anand  
Director  
DIN - 00506761

Pabitra Kumar Patra  
Chief Financial Officer

Surender Kr. Gupta  
Company Secretary

**DR. FRESH ASSETS LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH 2020**

## **1 Company Overview**

Dr. Fresh Assets Limited is a public limited company domiciled in India incorporated under the provisions of the Indian Companies Act and has its registered office in Delhi, India. Its shares are listed on Metropolitan Stock Exchange of India (MSEI). The Company is engaged in the manufacturing, trading and real estate related activities.

## **2 Significant Accounting Policies**

### **2.1 Basis of Preparation of financial statements**

These Standalone Financial Statements have been prepared in accordance with the accounting principals generally accepted in India including Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting Standards) Amendment Rules, 2016 and guidelines issued by the Securities Exchange Board of India.

The Standalone Financial Statements have been prepared on the historical cost basis except for certain financial instruments measured at fair values at the end of each reporting period, as explained in the accounting policies.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

### **Reporting Presentation Currency**

All amounts in the standalone financial statements and notes thereon have been presented in Indian Rupees (INR) (reporting and primary functional currency of the company) and rounded off to the nearest lakhs with two decimals, unless otherwise stated.

### **2.2 Classification of Current and Non-current Assets and Liabilities**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
- The Company classifies all other liabilities as non-current.
- Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

The Company has identified twelve months as its operating cycle.

### **2.3 Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The specific recognition criteria described below must also be met before revenue is recognised.

#### **(i) Sales of Goods :**

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates and are stated exclusive of sales tax, value added tax (VAT), goods and service tax (GST). Revenue from Real estate related activities is recognised on accrual basis.

#### **(ii) Rendering of Services :**

Revenue from sale of service is recognised as per terms of the contract with customers when the outcome of the transactions involving rendering of services can be estimated reliably.

**DR. FRESH ASSETS LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH 2020**

**(iii) Interest Income :**

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

Interest income from fixed deposits, loans and others is recognized on accrual basis.

**(iv) Dividend and other Investment Income :**

Revenue from dividend from equity is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

Dividend income from mutual funds is recognized when the right to receive the dividend is unconditionally established. Profit/loss on sale/redemption of investments is recognized on the date of transaction of sale/redemption and is computed with reference to the original cost of the investment sold.

**(v) Lease Income :**

Lease agreements where the risks and rewards incident to the ownership of an asset substantially vest with the lessor are recognized as operating leases. Lease rentals are recognized on straight-line basis as per the terms of the agreements in the statement of profit and loss.

**(vi) Insurance Claims:**

Insurance Claims are recognised in the books only after certainty of its realisation.

**2.4 Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

**2.5 Foreign currency transactions and translation**

- i) Transactions in foreign currencies are accounted for at the exchange rate prevailing on the date of transaction.
- ii) In respect of monetary assets and liabilities denominated in foreign currencies, exchange differences arising out of settlement are recognised in the Statement of Profit and Loss. Monetary assets and liabilities denominated in foreign currencies as at the Balance Sheet date are translated at the exchange rate on that date, the resultant exchange differences are recognised in the Statement of Profit and Loss.
- iii) Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

**2.6 Borrowing Costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Transaction cost in respect of long-term borrowings are amortised over the tenure of respective loans using effective interest method. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

**2.7 Employee Benefits**

**(i) Short Term Employee Benefits**

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages etc. and the expected cost of bonus, exgratia, incentives are recognized in the period during which the employee renders the related service.

**(ii) Post-Employment Benefits**

**(a) Defined Contribution Plans**

(i) Provident Fund Scheme is a defined contribution plan. The contribution paid/payable under the scheme is recognized in the profit & loss account during the period during which the employee renders the related service.

(ii) The company extends benefits of leave to the employees while in service as well as on retirement. Provision for leave encashment benefit is being made on the basis of actuarial valuation.



**DR. FRESH ASSETS LIMITED  
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**(b) Defined Benefit Plans**

The present value of obligation under defined benefit plan is determined based on actuarial valuation under the projected unit credit method which recognizes each period of service as giving rise to additional unit of employees benefits entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans is based on the market yields on government securities as at balance sheet date, having maturity periods approximated to the returns of related obligations. In case of funded plans the fair value of the planned assets is reduced from the gross obligation under the defined benefit plans to recognize the obligation on net basis.

- (c) Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

**2.8 Taxation**

Income tax expense represents the sum of the tax current tax and deferred tax.

**Current tax**

Current tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws in the countries where the Company operates and generates taxable income.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

**Current and deferred tax for the period**

Current and deferred tax are recognised in profit or loss, except when they are relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

**Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax asset against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**2.9 Property, Plant and Equipment**

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred.

Expenditure related to and incurred during implementation of capital projects is included under "Capital Work in Progress". The same is allocated on a systematic basis to the respective fixed assets on completion of construction of fixed assets.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss.

Property, plant and equipment are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

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Fixed assets acquired under hire purchase schemes are capitalized at their principal value and hire charges are expensed. Fixed assets taken on lease are not treated as assets of the company and lease rentals are charged off as revenue expenses.

Spares received along with the plant or equipment and those purchased subsequently for specific machines and having irregular use are being capitalized.

**2.10 Depreciation**

Depreciation commences when the assets are ready for their intended use. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Depreciation on Assets acquired /capitalised/ disposed off during the year is provided on pro-rata basis with reference to the date of addition/capitalization/ disposal. Individual assets costing less than Rs.5,000/- are fully depreciated in the year of purchase. Lease hold land is amortized over the period of lease.

The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

**2.11 Intangible Assets**

Intangible Assets are stated at cost less accumulated amortization.

**2.12 Impairment of Property, plant and equipment and intangible assets**

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Any reversal of the previously recognised impairment loss is limited to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

**2.13 Inventories**

Inventories are valued at lower of cost or net realisable value. Cost is determined using the First in First out (FIFO) formula. Finished goods and stock in process include cost of conversion and other costs incurred in bringing the inventories to their present location and conditions. Cost of machinery spares which can be used only in connection with plant & machinery and whose use is expected to be irregular are amortized proportionately over a period of residual useful life of machinery as technically evaluated. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the company.

**2.14 Provisions**

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Provisions in the nature of long term are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

**2.15 Investment in subsidiaries, joint-ventures and associates**

Investment in subsidiaries, joint-ventures and associates has been accounted for at cost.

**2.16 Impairment of financial assets**

The company assesses impairment based on expected credit losses (ECL) model to the following :

- Financial Assets are measured at amortised cost;
- Financial Assets are measured at fair value through other comprehensive income (FVTOCI)

**2.17 Borrowings.**

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Borrowings are recognized initially at fair value, less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in the statement of profit or loss over the period of the borrowings using the effective interest method.

**2.18 Cash and Cash Equivalents**

Cash and cash equivalents comprise cash at bank and in hand, short-term deposits and highly liquid investments with an original maturity of three months or less which are readily convertible in cash and subject to insignificant risk of change in value.

**2.19 Earnings Per Share**

Earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

**2.20 Contingent Liability and Contingent Assets**

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote. Contingent assets are not recognized in the financial statements but disclosed, where an inflow of economic benefit is probable.

**2.21 Trade Receivables**

Trade receivables are amounts due from customers for goods sold in the ordinary course of business. If collection is expected to be collected within a period of 12 months or less from the reporting date, they are classified as current assets otherwise as non-current assets.

**2.22 Financial Instruments**

**(i) Financial Assets**

**Initial Recognition and Measurement**

All Financial assets are recognized initially at fair value plus, in the case of Financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the Financial asset.

Financial assets are classified, at initial recognition, as Financial assets measured at fair value or as Financial assets measured at amortized cost.

**Subsequent Measurement**

For purpose of subsequent measurement of Financial assets are classified in two broad categories:

- Financial Assets at fair value
- Financial assets at amortized cost

Where assets are measured at fair value, gains and losses are either recognized entirely in the statement of profit and loss, or recognized in other comprehensive income.

A Financial asset that meets the following two conditions is measured at amortized cost.

- Business Model Test: The objective of the company's business model is to hold the Financial asset to collect the contractual cash flows.
- Cash Flow characteristics test: The contractual terms of the Financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A Financial asset that meets the following two conditions is measured at fair value through OCI:

- Business Model Test: The Financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial assets.
- Cash flow characteristics test: The contractual terms of the Financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

All other Financial assets are measured at fair value through profit and loss.

All equity investments are measured at fair value in the balance sheet, with value changes recognized in the statement of profit and loss, except for those equity investments for which the entity has elected irrevocable option to present value changes in OCI.

**(ii) Financial Liabilities**

All Financial liabilities are initially recognized at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities are classified as measured at amortized cost or fair value through profit and loss (FVTPL). A Financial liability is classified as FVTPL if it is classified as held for trading, or it is a derivative or is designated as such on initial recognition. Financial Liabilities at FVTPL are measured at fair value and net gain or losses, including any interest expense, are recognised in statement of profit and loss. Other Financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in statement of profit and loss. Any gain or loss on de-recognition is also recognized in statement of profit and loss.

**3 Use of Estimates**

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The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

**3.1 Property, Plant and Equipments**

Property, Plant and Equipments represent a significant proportion of the asset base of the company. The management of the Company makes assumptions about the estimated useful lives, depreciation methods or residual values of items of property, plant and equipment, based on past experience and information currently available. In addition, the management assesses annually whether any indications of impairment of intangible assets and tangible assets.

**3.2 Trade Receivables**

The management believe that the net carrying amount of trade receivables is recoverable based on their past experience in the market and their assessment of the credit worthiness of debtors at Balance Sheet date. The provision is made against Trade receivable based on Expected Credit Loss model as per Ind AS-109.

**3.3 Defined Benefit Plans**

The provisions for defined benefit plans have been calculated by a actuarial expert. The basic assumptions are related to the mortality, discount rate and expected developments with regards to the salaries. The discount rate have been determined by reference to market yields at the end of the reporting period based on the expected duration of the obligation. The future salary increases have been estimated by using the expected inflation plus an additional mark-up based on historical experience and management expectations.

**3.4 Taxes**

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

**3.5 Provisions and liabilities**

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

**3.6 Contingencies**

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

## 4 PROPERTY, PLANT and EQUIPMENTS

Rs in lakh

Particulars	Land - Free Hold	Buildings - Factory	Plant & Machinery	Molds & Dies	Furniture & Fixtures	Vehicles	Office equipment	Computers	Total
<b>Gross Carrying Value as at 01.04.2018</b>	179.89	217.63	521.64	311.35	30.16	97.25	17.85	7.86	<b>1,383.63</b>
Addition	-	-	5.21	-	-	-	0.10	0.46	<b>5.77</b>
Deductions/Adjustments	-	-	-	-	-	-	-	-	<b>-</b>
<b>Gross Carrying Value as at 31.03.2019</b>	<b>179.89</b>	<b>217.63</b>	<b>526.85</b>	<b>311.35</b>	<b>30.16</b>	<b>97.25</b>	<b>17.95</b>	<b>8.32</b>	<b>1,389.40</b>
<b>Accumulated Depreciation as at 01.04.2018</b>	-	80.11	469.40	302.28	29.03	57.73	17.44	6.71	<b>962.70</b>
Depreciation for the period	-	4.76	5.45	-	0.01	4.44	0.02	0.45	<b>15.13</b>
Deductions/Adjustments	-	-	-	-	-	-	-	-	<b>-</b>
<b>Accumulated Depreciation as at 31.03.2019</b>	-	<b>84.87</b>	<b>474.84</b>	<b>302.28</b>	<b>29.03</b>	<b>62.18</b>	<b>17.47</b>	<b>7.16</b>	<b>977.83</b>
<b>Carrying Value as at 31.03.2019</b>	<b>179.89</b>	<b>132.76</b>	<b>52.00</b>	<b>9.06</b>	<b>1.13</b>	<b>35.07</b>	<b>0.49</b>	<b>1.16</b>	<b>411.57</b>
<b>Gross Carrying Value as at 01.04.2019</b>	179.89	217.63	526.85	311.35	30.16	97.25	17.95	8.32	<b>1,389.40</b>
Addition	-	-	-	-	-	-	-	-	<b>-</b>
Deductions/Adjustments	-	-	-	-	-	59.85	-	-	<b>59.85</b>
<b>Gross Carrying Value as at 31.03.2020</b>	<b>179.89</b>	<b>217.63</b>	<b>526.85</b>	<b>311.35</b>	<b>30.16</b>	<b>37.40</b>	<b>17.95</b>	<b>8.32</b>	<b>1,329.55</b>
<b>Accumulated Depreciation as at 01.04.2019</b>	-	84.87	474.84	302.28	29.03	62.18	17.47	7.16	<b>977.83</b>
Depreciation for the period	-	4.76	5.35	-	0.01	4.44	0.02	0.46	<b>15.03</b>
Deductions/Adjustments	-	-	-	-	-	56.86	-	-	<b>56.86</b>
<b>Accumulated Depreciation as at 31.03.2020</b>	-	<b>89.62</b>	<b>480.19</b>	<b>302.28</b>	<b>29.04</b>	<b>9.76</b>	<b>17.49</b>	<b>7.62</b>	<b>936.01</b>
<b>Carrying Value as at 31.03.2020</b>	<b>179.89</b>	<b>128.01</b>	<b>46.66</b>	<b>9.06</b>	<b>1.12</b>	<b>27.64</b>	<b>0.47</b>	<b>0.70</b>	<b>393.54</b>

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**5 INVESTMENTS**

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>NON CURRENT INVESTMENTS</b>		
Investments carried at fair value through other Comprehensive Income (Fully paid up shares)	401.77	1,141.34
<b>Total</b>	<b>401.77</b>	<b>1,141.34</b>
<b>CURRENT INVESTMENTS</b>		
Investments carried at fair value through profit and loss	368.17	387.86
<b>Total</b>	<b>368.17</b>	<b>387.86</b>

Particulars	No. of Shares/units		Rs in lakh	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
<b>NON CURRENT INVESTMENTS</b>				
<b>Investments carried at fair value through other comprehensive Income</b>				
<b>Unquoted - Non-traded, Fully paid Equity Shares (In subsidiaries)</b>				
Dr. Fresh Commercial Land Development Pvt. Ltd.	9,999	9,999	-	-
Reverse Age Health Services Pvt. Ltd.	10,000	10,000	-	-
S5 Property Pvt. Ltd.	10,000	10,000	-	-
SEL International Pte. Ltd.	1,00,000	1,00,000	25.82	23.25
<b>Unquoted - Non-traded, Fully paid Equity Shares (In Associates)</b>				
Sunehari Exports (Haridwar) Ltd. - Equity Shares	14,325	14,325	-	-
Sunehari Exports (Haridwar) Ltd. - Preference Shares	40,000	40,000	-	-
<b>Unquoted - Non-traded, Fully paid Equity Shares (In Others)</b>				
Golden Glow Enterprises Pvt. Ltd.	29,500	29,500	46.57	41.35
<b>Unquoted - Non-traded, Compulsorily Convertible Non-Cumulative Preference Shares (In Others)</b>				
Top Technologies Pvt. Ltd.	8,123	-	35.00	-
<b>Quoted - Traded, Fully paid Equity Shares (In Others)</b>				
Lemon Tree Hotels Ltd.	13,35,084	13,35,084	294.39	1,076.75
<b>Total</b>			<b>401.77</b>	<b>1,141.34</b>
Aggregate amount of quoted Non-Current Investments			287.04	287.04
Market value of quoted Non-Current Investments			294.39	1,076.75
Aggregate amount of un-quoted Non-Current Investments			110.95	75.95
<b>CURRENT INVESTMENTS</b>				
<b>Investments carried at fair value through profit and loss</b>				
<b>-Investment in Mutual Funds</b>				
Aditya Birla Sunlife Frontline Equity Fund - Growth (SIP)	11,077.033	5,566.223	18.28	12.62
Aditya Birla Sunlife Pure Value Fund - Growth	2,490.627	2,490.627	0.80	1.38
Axis Focused 25 Fund - Growth (SIP)	2,018.004	-	0.47	-
DSP Top 100 Equity Fund - Dividend	1,18,108.376	1,18,108.376	15.29	22.99
Franklin India Equity Fund - Growth (SIP)	4,243.198	2,091.026	17.64	12.60
Franklin India Smaller Companies Fund - Growth	1,751.393	1,751.393	0.59	0.96
HDFC Hybrid Equity Fund - Growth (SIP)	6,353.750	5,422.389	2.70	2.95
HDFC Long Term Advantage Fund - Dividend	54,551.802	54,551.802	13.41	21.56
HDFC Mid Cap Opportunities Fund - Growth (SIP)	51,752.642	27,323.939	20.19	15.38
HDFC Balanced Advantage Fund - Dividend	1,52,219.752	1,52,219.752	28.87	45.27
HDFC Top 200 Fund - Growth (SIP)	2,787.338	2,479.058	9.61	12.46
HDFC Balanced Advantage Fund - Growth (SIP)	1,492.456	1,187.871	2.24	2.39
HDFC Top 200 Fund - Growth	69.048	69.048	0.24	0.35
ICICI Prudential Equity & Debt Fund - Growth (SIP)	3,775.350	2,568.273	4.00	3.45
ICICI Prudential Export & Services - Growth	7,648.506	7,648.506	3.23	4.41

**DR. FRESH ASSETS LIMITED**

Particulars	No. of Shares/units		Rs in lakh	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
ICICI Prudential Bluechip Equity Fund - Growth (SIP)	34,664.666	30,838.640	11.02	13.01
Kotak Standard Midcap Fund - Growth (SIP)	6,703.567	3,318.611	1.81	1.18
Kotak Emerging Equity Scheme - Growth (SIP)	7,819.824	699.829	2.31	0.27
L & T Midcap Fund - Growth	1,063.453	1,063.453	1.05	1.44
L & T Midcap Fund - Growth (SIP)	2,354.823	194.401	2.32	0.26
Mirae Asset India Equity Fund - Growth (SIP)	50,559.650	25,204.343	19.63	12.90
Reliance Small Cap Fund - Growth (SIP)	7,009.422	3,812.723	1.91	1.54
Reliance Large Cap Fund - Growth (SIP)	16,989.356	9,806.485	4.11	3.48
Reliance Vision Fund - Dividend	57,112.180	57,112.180	13.88	20.89
Reliance Vision Fund - Growth (SIP)	579.908	346.033	2.22	1.82
SBI Bluechip Fund - Growth (SIP)	73,004.423	39,784.376	21.72	15.60
SBI Bluechip Fund - Growth	2,385.811	2,385.811	0.71	0.94
SBI Equity Hybrid Fund - Growth (SIP)	2,953.197	2,233.590	3.51	3.00
SBI Magnum Global Fund - Growth (SIP)	865.495	865.495	1.30	1.47
SBI Magnum Mid Cap Fund - Growth (SIP)	3,573.480	2,148.521	1.87	1.61
UTI Hybrid Equity Fund - Growth (SIP)	3,629.427	2,155.051	4.63	3.66
UTI Banking & Financial Services Fund - Growth (SIP)	3,142.723	1,897.887	1.86	1.94
UTI Long Term Advantage Fund - Growth	15,000.000	15,000.000	0.98	1.48
UTI Mid Cap Fund - Growth	8,175.132	8,175.132	6.22	8.27
UTI Mid Cap Fund - Growth (SIP)	3,268.812	2,018.411	2.49	2.04
UTI Core Equity Fund - Dividend	68,664.718	68,664.718	15.34	22.88
UTI Core Equity Fund - Growth (SIP)	4,933.278	2,899.878	2.08	1.82
Reliance ETF Nifty BeEs	1,17,340.000	88,150.000	107.64	107.60
<b>Total</b>			<b>368.17</b>	<b>387.86</b>
Aggregate amount of quoted Current Investments			491.53	374.76
Market value of quoted Current Investments			368.17	387.86

**6 LOANS**

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>NON CURRENT - Considered Good</b>		
Loans and advances to Subsidiaries	288.10	255.67
Loans and advances to Others	58.44	80.06
<b>Total</b>	<b>346.54</b>	<b>335.73</b>

(i) In the opinion of the management, loans and advances are expected to realize at least the amount at which they are stated, if realized in the ordinary course of business and provision for all known liabilities has been adequately made in the accounts.

(ii) Loans to Subsidiaries include Rs. 1.34 lakh (Rs. 1.34 lakh as at 31.03.2019) given to SEL International Pte. Ltd.

(iii) Loans to Subsidiaries include Rs. 54.54 lakh (Rs. 53.30 lakh as at 31.03.2019) given to Dr. Fresh Commercial Land Development Pvt. Ltd.

(iv) Loans to Subsidiaries include Rs. 148.97 lakh (Rs. 128.11 lakh as at 31.03.2019) given to S5 Property Pvt. Ltd.

(v) Loans to Subsidiaries include Rs. 83.25 lakh (Rs. 72.92 lakh as at 31.03.2019) given to Reverse Age Health Services Pvt. Ltd.

(vi) Loans to Subsidiaries includes interest receivable Rs. 56.26 lakh (Rs. 43.15 lakh as at 31.03.2019).

(vii) Loans to others includes interest receivable Rs. 18.33 lakh (Rs. 39.95 lakh as at 31.03.2019).

(viii) Provision of section 185 of the Companies Act, 2013 were made applicable w.e.f 12th september, 2013, whereby giving of loans to directors has been prohibited. However, certain loans were existing prior to 12th september, 2013 and the same continue to exist after 12th september, 2013 as they are repayable on demand.

**7 OTHER FINANCIAL ASSETS**

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>NON CURRENT</b>		
<b>(Unsecured-considered good)</b>		
Security deposits	5.05	5.05
<b>Total</b>	<b>5.05</b>	<b>5.05</b>
<b>CURRENT</b>		
Interest Receivable	1.19	1.10
<b>Total</b>	<b>1.19</b>	<b>1.10</b>

## DR. FRESH ASSETS LIMITED

## 8 DEFERRED TAX ASSETS

Particulars	Rs in lakh						
	As at 31.03.2020	Changes through Profit & Loss	Changes through OCI	As at 31.03.2019	Changes through Profit & Loss	Changes through OCI	As at 31.03.2018
<b>Deferred Tax Liability on account of:</b>							
Property, Plant and Equipments	(43.12)	1.45	-	(44.57)	0.82	-	(45.39)
Other temporary differences	(0.16)	0.02	-	(0.18)	(0.02)	-	(0.16)
<b>Deferred Tax Assets on account of:</b>							
Tax Losses carried forward	7.87	(10.67)	-	18.54	(16.73)	-	35.27
Provision for Employee Benefits	2.81	0.46	0.10	2.26	0.40	(0.02)	1.87
Fair Value measurement of investments	31.91	28.37	161.11	(157.57)	(3.34)	(193.07)	38.84
<b>Net Deferred Tax Assets/(Liabilities)</b>	<b>(0.69)</b>	<b>19.63</b>	<b>161.21</b>	<b>(181.52)</b>	<b>(18.86)</b>	<b>(193.09)</b>	<b>30.43</b>

## 9 INVENTORIES

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
Traded Goods *	1,425.51	1,425.51
<b>Total</b>	<b>1,425.51</b>	<b>1,425.51</b>

\* Carried at lower of Cost or Net Realisable Value

## 10 TRADE RECEIVABLES

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>NON CURRENT (Unsecured-considered good)</b>	-	-
<b>CURRENT</b>		
- Trade Receivables Considered Good - Secured	-	-
- Trade Receivables Considered Good - Unsecured	10.06	2.26
- Trade Receivable which have significant increase in Credit	-	-
- Trade Receivable - Credit impaired	-	-
	<u>10.06</u>	<u>2.26</u>
Less: Allowance for Credit Loss	-	-
<b>Total</b>	<b>10.06</b>	<b>2.26</b>

(i) Certain debit balances are subject to confirmation and reconciliation. Difference, if any shall be accounted for on such reconciliation.

(ii) The Company follows 'simplified approach' for recognition of expected credit loss allowance on trade receivable. Under the simplified approach, the company does not track changes in credit risk. Rather, it recognizes expected credit loss allowance based on lifetime ECLs at each reporting date, right from initial recognition.

(iii) The Company do not envisage any financial difficulties resulting in additional credit risks higher than usual credit terms due to COVID-19 outbreak.

## 11 CASH &amp; CASH EQUIVALENTS

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>Balances with Scheduled Banks</b>		
-In Current Accounts	-	33.81
-Term Deposits with original maturity period upto 3 months	-	-
<b>Balances with Non Scheduled Banks</b>		
-In Current Accounts *	2.33	2.33
Cash in hand	5.01	1.77
<b>Total</b>	<b>7.34</b>	<b>37.92</b>

\* Maximum Balance outstanding during the year Rs. 2.33 lakh (Rs. 2.33 lakh during 2018-19) in DBS Bank.



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12 Other balances with Bank [Other than as mentioned in Note No. 11]

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>Balances with Banks</b>		
-Term Deposits with maturity 12 months from the balance sheet date	200.00	200.00
-Term Deposits with maturity more than 12 months at inception	-	-
<b>Total</b>	<b>200.00</b>	<b>200.00</b>

Fixed Deposits of Rs 200.00 lakh (Rs 200.00 lakh as at 31.03.2019) is under lien with Bank against overdraft limit of Rs. 180.00 lakh.

13 INCOME TAX ASSETS (NET)

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>NON CURRENT</b>	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>CURRENT</b>		
MAT Credit Entitlement	105.41	105.30
Advance Income Tax (Including tax deducted at source)	12.20	12.58
<b>Total</b>	<b>117.61</b>	<b>117.88</b>

14 OTHER ASSETS

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>CURRENT</b>		
Prepaid Expenses	0.95	1.12
Advance to vendor	-	2.18
GST/ VAT/ Service Tax Credit Receivable	15.93	23.48
Share Application money for Non-Cumulative Preference Shares	-	35.00
Advance to Related Parties	895.43	895.43
Other Recoverables	10.99	2.30
<b>Total</b>	<b>923.29</b>	<b>959.51</b>

(i) Advance to Related Parties include Rs. 90.00 lakh (Rs. 90.00 lakh as at 31.03.2019) given to Sunehari Exports Haridwar Ltd., associate.

(ii) Advance to Related Parties include Rs. 805.43 lakh (Rs. 805.43 lakh as at 31.03.2019) receivable from S5 Property Pvt Ltd, subsidiary.

15 EQUITY SHARE CAPITAL

Particulars	Number of Shares		Rs in lakh	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
<b>a) Authorized Equity Shares of Rs. 10 each</b>				
At the beginning of the year	1,00,00,000	1,00,00,000	1,000.00	1,000.00
Add: Additions during the year	-	-	-	-
At the end of the year	<b>1,00,00,000</b>	<b>1,00,00,000</b>	<b>1,000.00</b>	<b>1,000.00</b>
<b>b) Issued Equity Shares of Rs. 10 each</b>				
At the beginning of the year	54,65,753	54,65,753	546.58	546.58
Add: Additions during the year	-	-	-	-
At the end of the year	<b>54,65,753</b>	<b>54,65,753</b>	<b>546.58</b>	<b>546.58</b>
<b>b) Subscribed and Paid up Equity Shares of Rs. 10 each</b>				
At the beginning of the year *	53,89,553	53,89,553	538.96	538.96
Add: Additions during the year	-	-	-	-
Add : Forfeited Share amount (Amount originally Paid up)			4.12	4.12
At the end of the year **	<b>53,89,553</b>	<b>53,89,553</b>	<b>543.07</b>	<b>543.07</b>

\* Does not include 76200 Shares (76200 Shares as at 31.03.2019) forfeited in earlier years. Amount forfeited Rs. 4.12 lakh (Rs. 4.12 lakh as at 31.03.2019) included in share capital subscribed and paid up.

\*\* Out of the above 2762464 shares have been issued as bonus shares by way of capitalisation of reserves and 1571568 shares have been issued pursuant to the scheme of amalgamation approved on 08.07.2008 & 125000 shares have been issued pursuant to scheme of arrangement approved on 29.09.2011.

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**Details of Equity Shares in the company held by each shareholder holding more than 5% of shares is as under:**

Name of the Shareholder	As at 31.03.2020		As at 31.03.2019	
	No of Shares	Percentage	No of Shares	Percentage
<b>Equity Shares</b>				
Sumeet Nanda	32,40,056	60.117	32,40,056	60.117
Shikha Nanda	3,64,340	6.760	3,64,340	6.760
Growmax Investments Ltd.	2,99,700	5.561	2,99,700	5.561
H.C. Nanda *	2,77,949	5.157	2,77,949	5.157

\* Deceased since 20.12.2015

**Rights, Preferences and Restrictions Attached to Share**

The Company has one class of equity shares having a par value of Rs.10 each. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in the proportion to their shareholding.

**Details of forfeited shares**

Class of Shares	As at 31.03.2020		As at 31.03.2019	
	No of Shares	Rs. in lakh	No of Shares	Rs. in lakh
Equity Shares	76,200	4.12	76,200	4.12

**16 OTHER EQUITY**

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
Capital Reserve *	7.68	7.68
General Reserve	338.41	338.41
Retained Earnings	2,386.15	2,383.73
Other Comprehensive Income		
- Remeasurements of the net defined benefit plans	(0.35)	(0.07)
- Other items of OCI	33.65	647.11
<b>Total (A)</b>	<b>2,765.56</b>	<b>3,376.87</b>

\* The Company recognises profit and loss on purchase, sale, issue or cancellation of the own equity instruments to capital reserve.

**17 OTHER FINANCIAL LIABILITIES**

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>NON CURRENT</b>		
Security Deposits	12.88	11.13
<b>Total</b>	<b>12.88</b>	<b>11.13</b>

**18 PROVISIONS**

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>NON CURRENT</b>		
Employee Benefits	10.59	8.44
<b>Total</b>	<b>10.59</b>	<b>8.44</b>
<b>CURRENT</b>		
Employees Benefits	0.21	0.24
Provision For Income Tax	23.00	11.50
<b>Total</b>	<b>23.21</b>	<b>11.74</b>

**19 BORROWINGS**

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>NON CURRENT</b>	-	-
<b>CURRENT</b>		
<b>Secured</b>		
Loan repayable on demands from Banks *	97.77	-
<b>Total</b>	<b>97.77</b>	<b>-</b>

\* Secured against lien of Fixed Deposits of Rs. 200.00 lakh.

## DR. FRESH ASSETS LIMITED

## 20 TRADE and OTHER PAYABLES

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
Acceptances	-	-
Sundry Creditors	-	-
a) Total outstanding dues of Micro Enterprises and Small Enterprises *	-	-
b) Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	85.43	74.36
<b>Total</b>	<b>85.43</b>	<b>74.36</b>

**\* Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006**

The information regarding Micro, Small and Medium Enterprises as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006" to the extent such parties have been identified on the basis of information collected by the Company, is given below:

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
Principal amount due outstanding as at the end of year	-	-
Interest due on above and unpaid as at the end of year	-	-
Interest paid to the supplier	-	-
Payments made to the supplier beyond the appointed day	-	-

## 21 OTHER LIABILITIES

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>CURRENT</b>		
Advance From Customers	168.51	325.65
Other Payables	492.36	492.95
<b>Total</b>	<b>660.88</b>	<b>818.60</b>

(i) Advance from customers includes foreign parties amounting to Rs. 168.51 lakh (Rs. 325.60 lakh as at 31.03.2019) who have agreed to settle account in outstanding Rupee value as appearing as on 1st April, 2015, accordingly no exchange fluctuation has been provided by the company on such outstanding.

(ii) Other payables includes foreign parties amounting to Rs. 231.47 lakh (Rs. 231.47 lakh as at 31.03.2019) who have agreed to settle account in outstanding Rupee value as appearing as on 1st April, 2015, accordingly no exchange fluctuation has been provided by the company on such outstanding.

(iii) Other Payables includes remuneration payable Rs. 0.45 lakh (Rs. 0.51 lakh as at 31.03.2019) to Whole Time Director and Rs. 0.45 lakh (Rs. 0.51 lakh as at 31.03.2019) to Chief Financial Officer of the company.

## 22 REVENUE FROM OPERATIONS

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Sales of Traded Goods	160.93	18.62
Sales of Services - Rental Income	69.56	79.83
<b>Net Sales</b>	<b>230.49</b>	<b>98.45</b>

## 23 OTHER INCOME

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Interest - Banks	14.44	20.29
Interest - Others	18.48	17.36
Income from Maintenance Charges	3.67	4.78
Dividend Income	11.89	12.12
Profit on Sale of Fixed Assets	1.01	-
Diminution in Value of Investment	-	21.04
Finance Income	2.06	1.75
Other Income	6.38	6.38
Excess liability written back	-	5.24
<b>Total</b>	<b>57.93</b>	<b>88.97</b>

## DR. FRESH ASSETS LIMITED

## 24 CHANGE IN INVENTORY

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
<b>Traded Goods</b>		
Opening Stock	1,425.51	14,25,51,098.00
Less: Closing stock	1,425.51	1,425.51
<b>Total</b>	-	-

## 25 PURCHASE OF GOODS

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Purchase of Traded Goods	35.62	4.20
<b>Total</b>	<b>35.62</b>	<b>4.20</b>

## 26 EMPLOYEE BENEFITS EXPENSE

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Salaries , Wages, Allowances and Bonus	26.13	25.20
Directors' Remuneration	5.45	5.36
Leave Encashment	0.15	0.17
Gratuity	0.94	0.80
Contribution towards Provident Fund	1.73	1.81
Staff Welfare	0.78	0.80
<b>Total</b>	<b>35.18</b>	<b>34.14</b>

Disclosure as required by Indian Accounting Standard (Ind AS) 19 Employee Benefits.**Employee Post Retirement Benefits**

During the year, the following contributions have been made under defined contribution plans

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
i) Employer's Contribution to Provident fund	1.21	0.49
ii) Employer's Contribution to Employee Pension Scheme	0.69	0.69

**Defined Benefit Plans**

Particulars	Rs in lakh		Rs in lakh	
	Gratuity		Leave Encashment	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019	For the year ended 31st March, 2020	For the year ended 31st March, 2019
<b>i) Assumption</b>				
Discount Rate	6.76%	7.66%	6.76%	7.66%
Salary Escalation	5.50%	5.50%	5.50%	5.50%
Average remaining working lives considering decrements (Years)	16.18	17.18	16.18	17.18
<b>ii) Table showing changes in present value obligation</b>				
Present value of obligation as at beginning of the year	7.43	6.11	1.24	1.15
Interest cost	0.57	0.47	0.10	0.09
Current Service Cost	0.94	0.80	0.15	0.17
Benefit Paid	-	-	-	(0.05)
Actuarial (gain)/loss on obligation	0.49	0.05	(0.12)	(0.12)
Present value of obligation as at end of the year	9.44	7.43	1.37	1.24
<b>iii) Table showing changes in the present value of planned assets</b>				
Fair value of plan assets at the beginning of year	-	-	-	-
Expected return on plan assets	-	-	-	-
Contribution	-	-	-	-
Benefit paid	-	-	-	-
Actuarial (gain)/loss on plan assets	-	-	-	-
Fair value of plan assets at the end of year	-	-	-	-

DR. FRESH ASSETS LIMITED

Particulars	Rs in lakh		Rs in lakh	
	Gratuity		Leave Encashment	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019	For the year ended 31st March, 2020	For the year ended 31st March, 2019
<b>iv) Table showing fair value of planned assets</b>				
Fair value of plan assets at the beginning of year	-	-	-	-
Actuarial return on planned assets	-	-	-	-
Contribution	-	-	-	-
Benefit Paid	-	-	-	-
Actuarial gain/(loss) on plan assets	-	-	-	-
Fair value of planned assets at the end of year	-	-	-	-
Funded status	(9.44)	(7.43)	(1.37)	(1.24)
<b>v) Actuarial Gain/ Loss recognized</b>				
Actuarial (gain)/Loss for the year-obligation	(0.49)	(0.05)	0.12	0.12
Actuarial (gain)/Loss for the year-plan assets	-	-	-	-
Total (gain)/Loss for the year	0.49	0.05	(0.12)	(0.12)
Actuarial (gain)/Loss recognized in the year	0.49	0.05	(0.12)	(0.12)
<b>vi) The amounts to be recognized in the balance sheet and statement of Profit &amp; Loss</b>				
Present value of obligation as at end of the year	9.44	7.43	1.37	1.24
Fair value of plan assets as at end of the year	-	-	-	-
Funded status	(9.44)	(7.43)	(1.37)	(1.24)
Net Asset/(Liability) recognized in balance sheet	(9.44)	(7.43)	(1.37)	(1.24)
<b>vii) Expenses recognized in statement of Profit &amp; Loss</b>				
Current Service Cost	0.94	0.80	0.15	0.17
Interest cost	0.57	0.47	0.10	0.09
Expected return on plan assets	-	-	-	-
Net Actuarial (gain)/Loss recognized in the year	0.49	0.05	(0.12)	(0.12)
Expenses recognized in the statement of profit & loss	2.00	1.32	0.13	0.14
<b>viii) Bifurcation of obligation at the end of year as per schedule III to the companies Act, 2013.</b>				
Current Liability	0.17	0.15	0.05	0.09
Non-Current Liability	9.27	7.29	1.32	1.15
Total obligation at the end of year	9.44	7.43	1.37	1.24
The assumption of future salary increase taken into account the inflation, seniority, promotion and other relevant factors such supply and demand in employment market. Same assumptions were considered for comparative period i.e. 2017-18 as considered in previous transaction to IND AS. The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of liability. The above information is certified by the actuary.				

27 FINANCE COSTS

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Interest Expenses	4.54	2.24
<b>Total</b>	<b>4.54</b>	<b>2.24</b>

28 DEPRECIATION & AMORTISATION EXPENSES

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Depreciation	15.03	15.13
<b>Total</b>	<b>15.03</b>	<b>15.13</b>

## DR. FRESH ASSETS LIMITED

## 29 OTHER EXPENSES

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Electricity Expenses	2.47	3.02
Rent	2.60	2.50
Repairs to Building	8.69	0.13
Repairs to Others	2.91	2.04
Running & Maintenance - Generator	0.11	1.46
Insurance	1.24	0.76
Rates Taxes and Fees	2.04	1.98
Travelling & Conveyance	1.10	0.96
Consultancy & Professional Charges	13.09	10.54
Advertisement & Business Promotion	0.51	0.78
Commission	3.41	-
Subscription & Membership	1.54	1.53
Communication Expenses	1.51	1.37
Freight & Forwarding	3.03	1.26
Meeting Exps	0.20	0.01
Printing & Stationery	0.65	0.68
Bank Charges	0.06	0.39
Penalty & Demurrage	0.05	0.45
Diminution in Value of Investment	136.46	-
Exchange Fluctuation	7.26	4.11
Loss on sale of Investments	0.15	3.43
Irrecoverable Advances written off	-	5.04
Miscellaneous expenses *	3.52	3.01
<b>Total</b>	<b>192.59</b>	<b>45.45</b>

\* Includes payment to Auditors

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Audit Fees	1.90	1.90
Tax Audit Fees	0.20	0.20
Income Tax Matters	-	-
Payment for other services	0.53	0.28
<b>Total</b>	<b>2.63</b>	<b>2.38</b>

30 The Company has considered the possible effects that may result from pandemic relating to COVID-19 on the carrying amount of financial assets including Trade Receivables and inventories. In developing the assumptions relating to the possible future uncertainties in global economic conditions because of the pandemic, the Company as at the date of approval of these financial statement has used internal and external source of information, on the expected future performance of the company.

As The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of potential future impact of COVID 19, the value of Financial assets may be different from that estimated as at the date of approval of these Financial Statements.

### 31 EARNING PER SHARE (EPS)

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year :-

Particulars		Rs in lakh	
		For the year ended 31st March, 2020	For the year ended 31st March, 2019
<b>Basic / Dilutive Earnings Per Share</b>			
Profit after tax as per profit & loss account	(a)	2.42	54.26
No. of equity shares		54,65,753	54,65,753
Weighted Average number of equity shares outstanding	(b)	54,65,753	54,65,753
Basic and diluted earnings per share (Rs.)	(a/b)	0.04	0.99

### 32 Related Party Disclosure:

Related party disclosures as required by AS - 18 "Related Party Disclosures" are given below:-

#### A. Names of related parties & description of relationship

##### a. Subsidiary Company

- SEL International Pte. Ltd.
- Dr. Fresh Commercial Land Development Pvt. Ltd.
- Reverse Age Health Services Pvt. Ltd.
- S5 Property Pvt. Ltd.

##### b. Key Management Personnel

- Mrs. Shikha Nanda
- Mr. Vijay Prakash Pathak, whole time director
- Mr. Pabitra Kumar Patra, CFO (since 14.02.2019)
- Mr. Ankur Anand
- Mr. Manish Dutta
- Mr. Surender Gupta, Company Secretary

##### c. Other enterprises - Associate Concerns

(with whom there is transaction during the year)

- Sunehari Exports (Haridwar) Ltd.
- The Golden State Capital Pte. Ltd. (since 02.01.2018)

#### B. Transactions with Related Parties during the year and balances at the end of the year.

Nature of transaction	Referred to in (a) above		Referred to in (b) above		Referred to in (c) above	
	For the year ended 31.03.2020	For the year ended 31.03.2019	For the year ended 31.03.2020	For the year ended 31.03.2019	For the year ended 31.03.2020	For the year ended 31.03.2019
	Rs in lakh					
Loans Given	19.33	10.70	-	-	-	-
Advance Given/ Refunded	-	-	0.25	-	0.05	0.17
Advance Taken/ Received Back	-	-	0.25	-	0.05	0.17
Interest Received	14.56	12.65	-	-	-	-
Remuneration	-	-	11.99	7.14	-	-
Reimbursement of Exps	-	-	0.18	0.16	-	-
<b>Balances as at year end</b>						
Investments*	41.32	41.32	-	-	5.13	5.13
Other liabilities	-	-	1.00	1.11	-	-
Loans Given	288.10	255.67	-	-	-	-
Advances Given	805.43	805.43	-	-	90.00	90.00
Advances Taken	-	-	-	-	32.46	32.46

\* Without considering Diminution.

- The above transaction as well as related parties have been identified on the basis of information available with the company and the same has been relied upon by the auditors.
- Names of related parties are given only with whom transactions has been done during the reporting period.

### 33 Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to support its operations. The Company's principal financial assets include investments, loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk and credit risk. The Company's management advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below :

#### i. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, trade payables, deposits and investments.

#### ii. Foreign Currency Risk

The Company made exports sales and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US\$ and SG\$. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not Company's functional currency (INR).

#### (iii) Impact of Covid -19 (Global pandemic)

The Company basis their assessment believes that the probability of the occurrence of their forecasted transactions is not impacted by covid-19 pandemic.

#### (iv) Credit risk

Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

### 34 SEGMENT REPORTING

#### Classification of Segments

The Management monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the financial statements. The Operating segments have been identified on the basis of the nature of the products and services provided.

#### Segment revenue and results

Expenses and Revenue that are directly identifiable with the segments are considered for determining the segment results. Expenses and Revenue which relate to the Company as a whole and not allocable to segments are included under unallocable expenditure and revenue respectively.

#### Segment assets and liabilities

Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities, if any represent the assets and liabilities that relate to the company as a whole and not allocable to any segment.

#### A Primary Segment

The company operates only in three business segments viz. Oral Care Activities, Trading Activities and Real Estate Business Related Activities.

#### For the year ended 31st March, 2020

Particulars	Oral Care Activities	Trading Activities	Real Estate Activities	Unallocated	Total
	Rs in lakh				
Segment Revenue	-	160.93	69.56	-	230.49
Segment Results (Profit before exceptional item, interest and Tax)	(21.30)	122.28	54.96	(203.88)	(47.94)
Finance Cost	-	-	2.15	2.39	4.54
Other Income	-	3.75	5.73	48.45	57.93
Exceptional Item	-	-	-	-	-
Profit/ (Loss) before Tax	(21.30)	126.04	58.54	(157.83)	5.45
Segment Assets	52.43	1,488.73	1,702.76	956.15	4,200.07
Segment Liabilities	249.40	0.72	247.33	394.00	891.44



**For the year ended 31st March, 2019**

Particulars	Oral Care Activities	Trading Activities	Real Estate Activities	Unallocated	Total
<b>Rs in lakh</b>					
Segment Revenue	-	18.62	79.83	-	98.45
Segment Results (Profit before exceptional item, interest and Tax)	(17.82)	8.12	73.93	(64.71)	(0.48)
Finance Cost	-	-	1.68	0.56	2.24
Other Income	5.24	4.56	6.53	72.65	88.97
Exceptional Item	-	-	-	-	-
Profit Before Tax	(12.58)	12.67	78.79	7.38	86.25
Segment Assets	60.08	1505.57	2451.46	1008.61	5,025.72
Segment Liabilities	399.48	-	245.75	460.55	1,105.78

**Notes :-**

i) Segment have been identified in accordance with the Accounting Standard on Segment Reporting (Ind AS-108) taking into account the organization structure as well as the different risks and return of these Segments.

**B Secondary Segment**

Segmental Revenue (as per geographical market).

The Company has considered geographical segment as secondary reporting segment for disclosure. For this purpose revenues are bifurcated based on sales in India and outside India.

Particulars	Sales Revenue (Goods & Services)* By Geographical Market		Carrying Amount of Segment Assets		Cost of Acquire ** Fixed Assets	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
<b>Rs in lakh</b>						
1. Outside India	160.93	18.62	3.92	-	-	-
2. In India	69.56	79.83	6.14	2.26	-	-
<b>Total</b>	<b>230.49</b>	<b>98.45</b>	<b>10.06</b>	<b>2.26</b>	<b>-</b>	<b>-</b>

\* Sales are net of returns

\*\* Net of Exchange Fluctuation

**C Inter Segment Sales**

Inter segment sales between operating segments are accounted for at market price. These transactions are eliminated in consolidation.

**35** In the opinion of the management, the Current Assets, Loans and Advances have a value on realization in the ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet. Provision for depreciation and all known liabilities are adequate and are not in excess of what is required.

**36 Other Information**

Expenditure in Foreign Currency Rs. Nil (Previous Year Rs. Nil)

**37 Earnings in Foreign Currency**

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
F.O.B. Value of Exports	160.65	18.47

**38** Figures have been rounded off to the nearest lakhs and have been regrouped/rearranged wherever considered necessary.

**39** On 06.05.2019 the company has signed legal agreement for renewal of LOA no. 13/02/95-Proj/ dated 19.12.1995 with the Development Commissioner Noida Special Economic Zone (NSEZ) to earn Positive Net Foreign Exchange of Rs. 1847 lakhs by exporting its entire production (including sale of DTA as permissible under the policy) till 14.06.2021. In the event the company is unable to fulfill its export obligation it shall be liable to pay custom/excise duty leviable at the relevant time on the imported/indigenous plant, equipment, raw material component and consumables together with interest and liquidate damages. Earlier LOA no. 04/02/2004-Proj/6523 dated 24.08.2004 stands cancelled vide letter dated 16.04.2019 received from the office of the NSEZ.

40 The Company had filed on 19.02.2011 the scheme of amalgamation of Dr. Fresh Assets Limited with itself and demerger of Haridwar Unit of the company into Sunehari Exports (Haridwar) Ltd. from 1st April, 2011, which was sanctioned by the Hon'ble High Court of Delhi vide its order dated 29.09.2011. Dr. Fresh Assets Ltd. has been transferred and vested to the company as a going concern w.e.f. 01.04.2011 (the appointed date). To give the effect to the merger the order of the Hon'ble High Court of Delhi filed with the Registrar of Companies NCT of Delhi & Haryana on 16.01.2012 (effective date). And Haridwar Unit of the company has been demerged into Sunehari Exports (Haridwar Ltd.) w.e.f. 01.04.2011 (the appointed date). To give the effect to the demerger the order of the Hon'ble High Court of Delhi filed with the Registrar of Companies NCT of Delhi & Haryana on 13.01.2012 (effective date). Accordingly the scheme has been given effect to in accounts in earlier years. The company received the Notice dated 31.03.2014 from Government of The NCT of Delhi, Office of the Divisional Commissioner, Delhi, to pay the amount of Stamp Duty on the Demerger process. Necessary provision will be made as & when liability determined/crystallised.

41 (i) In accordance with a scheme of amalgamation, which was sanctioned by the Hon'ble High Court of Delhi vide its order dated 08.07.2008, Sunehari Financial Services Pvt. Ltd. has been transferred and vested to Dr. Fresh Assets Ltd. (Formerly known as Sunehari Exports Ltd.) as a going concern w.e.f. 01.04.2007 (the appointed date). The order of the Hon'ble High Court of Delhi filed with the Registrar of Companies NCT of Delhi & Haryana on 03.09.2008 (effective date). Accordingly the scheme has been given effect to in accounts in earlier years.

(ii) Necessary steps and formalities in respect of transfer of properties from erstwhile Sunehari Financial Services Pvt. Ltd. in favour of Dr. Fresh Assets Ltd. (Formerly known as Sunehari Exports Ltd.) are under implementation. Documentations relating to transfer of titles, rights, obligations, liabilities, etc., in favour of Sunehari Exports Ltd. is still in progress. However, these vest in Sunehari Exports Ltd. by operation of statute viz. sections 391 to 392 of the Companies Act, 1956.

42 In earlier years the company as promoter of M/s Sunehari Exports (Haridwar) Ltd. initiated the process of providing exit to the public shareholders ("Exit Offer") of M/s Sunehari Exports (Haridwar) Limited, in terms of Circular No. SEBI/HO/MRD/DSA/CIR/P/2016/110 October 10, 2016 ("Exit Circular"), issued by the Securities and Exchange Board of India ("SEBI").

During the previous year M/s Sunehari Exports (Haridwar) Ltd. has got itself delisted as per letter dated 26.06.2018 received from BSE Limited.

**See accompanying notes to the financial statements**

As per our report of even date annexed

For SURESH KUMAR MITTAL & CO.,

Chartered Accountants

Reg. No. 500063N

For and on behalf of Board of Directors

Ankur Bagla  
Partner  
Membership No. -521915  
UDIN: 20521915AAAABV8930  
Place: New Delhi  
Date : 30.06.2020

Vijay Prakash Pathak  
Whole Time Director  
DIN - 07081958

Ankur Anand  
Director  
DIN - 00506761

Pabitra Kumar Patra  
Chief Financial Officer

Surender Kr. Gupta  
Company Secretary

## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of Dr. Fresh Assets Limited**

**Report on the Audit of the Consolidated Financial Statements**

### **Opinion**

We have audited the accompanying consolidated financial statements of Dr. Fresh Assets Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates and jointly controlled entities, which comprise the consolidated Balance Sheet as at March 31, 2020, and the consolidated statement of Profit and Loss, the consolidated statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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, of their consolidated state of affairs as at March 31, 2020, consolidated profit/loss, consolidated changes in equity and its consolidated cash flows for the year then ended.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Emphasis of Matter**

We draw attention to:

- (i) Note no. 11(iii), 31 and 34(iii) to the consolidated financial results, which describes the uncertainties and the impact of Covid-19 pandemic on the Group's operations and results as assessed by the management. Our opinion is not modified in respect of this matter.
- (ii) Note no. 38 to the consolidated financial results, relating to two subsidiaries. Whose net worth has eroded and they do not carry of any operations, the accounts of these subsidiaries have been prepared on going concern basis. Our opinion is not modified in respect of this matter.

## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

- (i) The company has certain matters under dispute which involves judgement to determine the possible outcome of these disputes (Refer Note No. 39) to the financial statements. We obtained the details of the disputes with their present status and documents. We made an in-depth analysis of the dispute. We also considered legal procedures and other rulings in evaluating management's position on these disputes to evaluate whether any change was required to management's position on these disputes.
- (ii) The group operates internationally and portion of the business is transacted in several currencies and consequently the group is exposed to foreign exchange risk. We assessed the foreign exchange risk management policies adopted by the group. The group manages risk through formulating risk management objectives and policies which are reviewed by the senior management, Audit Committee and Board of directors of the holding company. Our audit approach was a combination of test of internal controls and substantive procedures to evaluate chances of minimizing the risk involved.

## **Information Other than the consolidated Financial Statements and Auditor's Report Thereon**

The holding company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position,

consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the

company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of

the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters**

We did not audit the financial statements / financial information of one subsidiary whose financial statements / financial information are not required to be accepted in its company of incorporation and foreign reflect total assets of Rs. 69.05 lacs as at 31st March, 2020, total revenues of Rs. 112.78 lacs and net cash flows amounting to Rs. 1.23 lacs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit/loss of Rs. 0.23 lacs for the year ended 31st March, 2020, as considered in the consolidated financial statements, in respect of one subsidiary, whose financial statements / financial information have not been audited by us. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on such unaudited financial statements / financial information.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

### **Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2020 taken on record by the Board of Directors of the Holding

Company and the reports of the statutory auditors of its subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and jointly controlled entities— Refer Note 40 to the consolidated financial statements.
- ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer (a) Note 38 to the consolidated financial statements in respect of such items as it relates to the Group, its associates and jointly controlled entities and (b) the Group's share of net profit/loss in respect of its associates.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, associate companies and jointly controlled companies incorporated in India.

For Suresh Kumar Mittal & Co.  
Chartered Accountants  
Firm Reg. No.: 500063N

**(Ankur Bagla)**  
Partner

Membership No.: 521915  
UDIN: 20521915AAAABX1725

Place: New Delhi  
Date: 30.06.2020



**DR. FRESH ASSETS LIMITED**  
CIN - L74899DL1990PLC042302  
**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2020**

Particulars	Note No	As at 31.03.2020	As at 31.03.2019	
		Rs in lakh		
<b>ASSETS</b>				
<b>I</b>	<b>NON CURRENT ASSETS</b>			
1	Property, Plant and Equipments	5	1,374.73	1,395.42
2	Financial Assets			
	(i) Investments	6	386.30	1,128.03
	(ii) Loans	7	58.44	80.06
	(iii) Other Financial Assets	8	7.05	7.05
3	Deferred Tax Assets (net)	9	12.23	-
	<b>Total Non-Current Assets</b>		<b>1,838.74</b>	<b>2,610.57</b>
<b>II</b>	<b>CURRENT ASSETS</b>			
1	Inventories	10	1,426.08	1,426.39
2	Financial Assets			
	(i) Investments	6	368.17	387.86
	(ii) Trade Receivables	11	66.11	3.78
	(iii) Cash and Cash Equivalents	12	19.96	40.17
	(iv) Other Balances with Banks	13	200.00	200.00
	(v) Other Financial Assets	8	1.19	1.10
3	Income Tax Assets (net)	14	117.61	118.13
4	Other Current Assets	15	118.42	154.42
	<b>Total Current Assets</b>		<b>2,317.54</b>	<b>2,331.84</b>
	<b>TOTAL ASSETS</b>		<b>4,156.28</b>	<b>4,942.40</b>
<b>EQUITY AND LIABILITIES</b>				
<b>I</b>	<b>EQUITY</b>			
1	Equity Share Capital	16	543.07	543.07
2	Other Equity	17	2,568.07	3,211.75
	<b>Total Equity</b>		<b>3,111.14</b>	<b>3,754.82</b>
	<b>LIABILITIES</b>			
<b>II</b>	<b>NON-CURRENT LIABILITIES</b>			
1	Financial Liabilities			
	(i) Other Financial Liabilities	18	12.88	11.13
2	Provisions	19	11.91	9.34
3	Deferred Tax Liabilities (net)	9	-	172.01
	<b>Total Non Current liabilities</b>		<b>24.79</b>	<b>192.48</b>
<b>III</b>	<b>CURRENT LIABILITIES</b>			
1	Financial Liabilities			
	(i) Borrowings	20	187.43	86.59
	(ii) Trade and Other Payables	21	85.43	74.36
2	Provisions	19	23.36	11.85
3	Other Current Liabilities	22	724.13	822.31
	<b>Total Current Liabilities</b>		<b>1,020.35</b>	<b>995.10</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>4,156.28</b>	<b>4,942.40</b>

See Accompanying Notes to the Financial Statements

As per our report of even date annexed  
For SURESH KUMAR MITTAL & CO.,  
Chartered Accountants  
Reg. No. 500063N

Ankur Bagla  
Partner  
Membership No.-521915  
UDIN: 20521915AAAAABX1725  
Place: New Delhi  
Date : 30.06.2020

For and on behalf of Board of Directors

Vijay Prakash Pathak      Ankur Anand  
Whole Time Director      Director  
DIN - 07081958              DIN - 00506761

Pabitra Kumar Patra      Surender Kr. Gupta  
Chief Financial Officer      Company Secretary

**DR. FRESH ASSETS LIMITED**  
**CIN - L74899DL1990PLC042302**  
**CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2020**

Particulars	Note	For the year ended	For the year ended
		31st March, 2020	31st March, 2019
Rs in lakh			
<b>I REVENUE</b>			
Revenue from Operations	23	362.16	229.09
Other Income	24	37.02	69.94
<b>Total Revenue</b>		<b>399.18</b>	<b>299.04</b>
<b>II EXPENSES</b>			
Change In Inventory	25	-	-
Purchases	26	35.62	4.20
Employee Benefits Expense	27	155.71	149.97
Finance Costs	28	5.53	2.96
Depreciation & Amortization Expenses	29	17.70	17.85
Other Expenses	30	209.87	65.82
<b>Total Expenses</b>		<b>424.43</b>	<b>240.80</b>
<b>III PROFIT/(LOSS) BEFORE TAX</b>		<b>(25.25)</b>	<b>58.24</b>
<b>IV TAX EXPENSE</b>			
Current Tax		23.12	26.09
Deferred Tax		(22.48)	19.40
Add: MAT Credit Entitlement		0.11	12.85
<b>V PROFIT/LOSS AFTER TAX</b>		<b>(25.77)</b>	<b>25.60</b>
<b>VI OTHER COMPREHENSIVE INCOME</b>			
<b>Items that will not be classified subsequently to profit &amp; loss</b>			
-Fair Value of Non-current Investments		(777.14)	925.03
-Income tax on above		-	-
-Remeasurements of post employment benefit obligations		(0.44)	0.21
-Income tax on above		161.76	(192.46)
<b>Items that will be classified subsequently to profit &amp; loss</b>		-	-
<b>Other Comprehensive Income, net of tax</b>		<b>(615.82)</b>	<b>732.78</b>
<b>VII TOTAL COMPREHENSIVE INCOME</b>		<b>(641.59)</b>	<b>758.38</b>
<b>VIII EARNING PER SHARE (Rs.)</b>			
Basic and dilutive	31	(0.47)	0.47

As per our report of even date annexed  
For SURESH KUMAR MITTAL & CO.,  
Chartered Accountants  
Reg. No. 500063N

Ankur Bagla  
Partner  
Membership No.-521915  
UDIN: 20521915AAAABX1725  
Place: New Delhi  
Date : 30.06.2020

For and on behalf of Board of Directors

Vijay Prakash Pathak  
**Whole Time Director**  
DIN - 07081958

Ankur Anand  
**Director**  
DIN - 00506761

Pabitra Kumar Patra  
**Chief Financial Officer**

Surender Kr. Gupta  
**Company Secretary**

## DR. FRESH ASSETS LIMITED

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

Particulars	For the year ended 31st March, 2020 Rs. in lakh	For the year ended 31st March, 2019 Rs. in lakh
<b>A. Net Profit/ (Loss) before Tax and after Impairment Loss</b>	(25.25)	58.24
<b>Adjustment for</b>		
Interest Income	(18.39)	(25.01)
Finance Income	(2.06)	(1.75)
Dividend on Mutual Fund	(11.89)	(12.12)
Depreciation	17.70	17.85
Interest / Finance charges	5.53	2.96
Employees Benefits Paid	-	(0.05)
Provision for Employees Benefits	1.38	1.22
Liability no longer required written back	-	(5.24)
Diminution in value of Investment	136.46	(21.04)
Irrecoverable Advances written off	-	5.04
Exchange Fluctuation	5.17	9.54
Loss/ (Profit) on Sale of Investments (net)	0.15	3.43
Loss/ (Profit) on Sale of Fixed Assets (net)	(1.01)	-
Operating Profit/ (Loss) before change in working capital	107.80	33.07
<b>Adjustment for working capital changes</b>		
Inventories	0.31	(0.02)
Trade & other receivables	(26.33)	106.69
Trade & other payables	(92.72)	(219.86)
Net Cash inflow from operating activities	(10.94)	(80.12)
Interest/Finance charges paid	-	-
Direct Taxes Paid/Adjusted	(10.95)	(78.58)
<b>Net Cash flow from / (used in) operating activities (A)</b>	<b>(21.89)</b>	<b>(158.70)</b>
<b>B. Cash flow from investing activities</b>		
Purchase of Fixed Assets*	-	(5.77)
Purchases of Investments	(153.39)	(136.56)
Sales of Investments	1.06	53.56
Sale of Fixed Assets	4.00	-
Interest received	39.92	28.54
Dividend on Mutual Fund received	11.89	12.12
Net Cash flow from/ (used in) Investing Activities (B)	<b>(96.51)</b>	<b>(48.11)</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from Short Term Loans	100.84	3.30
Interest/Finance charges paid	(2.64)	(0.66)
Net Cash Flow from / (used in) Financing Activities ( C)	<b>98.20</b>	<b>2.63</b>
Net Increase / (decrease) in Cash and Cash Equivalents (A+B+C)	(20.21)	(204.18)
Cash and cash equivalents at the beginning of the year	240.17	444.35
Cash and cash equivalents at the end of the year	219.96	240.17

Notes: Figures in bracket represent cash outflow.

As per our report of even date annexed

For SURESH KUMAR MITTAL &amp; CO.,

Chartered Accountants

Reg. No. 500063N

Ankur Bagla

Partner

Membership No.-521915

UDIN: 20521915AAAABX1725

Place : New Delhi

Dated : 30.06.2020

For and on behalf of Board of Directors

Vijay Prakash Pathak

Whole Time Director

DIN - 07081958

Pabitra Kumar Patra

Chief Financial Officer

Ankur Anand

Director

DIN - 00506761

Surender Kr. Gupta

Company Secretary

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Rs in lakh

Particulars	Equity Share Capital	Other Equity						Total equity attributable to equity holders of the company	
		Reserves and surplus			Other comprehensive income				
		Capital Reserve	General Reserve*	Foreign Currency Translation Reserve on Consolidation	Retained Earnings	Remeasurement of defined benefit plans	Other items of OCI		Total Other Equity
Balance as of 01.04.2018	543.07	7.68	338.41	(5.35)	2,180.24	(0.05)	(73.00)	2,447.93	2,991.00
Addition during the period	-	-	-	5.43	-	-	-	5.43	5.43
Profit/Loss for the period	-	-	-	-	25.60	-	-	25.60	25.60
Other comprehensive income for the year	-	-	-	-	-	0.15	732.63	732.78	732.78
<b>Balance as of 31.03.2019</b>	<b>543.07</b>	<b>7.68</b>	<b>338.41</b>	<b>0.08</b>	<b>2,205.84</b>	<b>0.10</b>	<b>659.62</b>	<b>3,211.75</b>	<b>3,754.82</b>
Balance as of 01.04.2019	543.07	7.68	338.41	0.08	2,205.84	0.10	659.62	3,211.75	3,754.82
Addition during the period	-	-	-	(2.09)	-	-	-	(2.09)	(2.09)
Profit/Loss for the period	-	-	-	-	(25.77)	-	-	(25.77)	(25.77)
Other comprehensive income for the year	-	-	-	-	-	(0.32)	(615.50)	(615.82)	(615.82)
<b>Balance as of 31.03.2020</b>	<b>543.07</b>	<b>7.68</b>	<b>338.41</b>	<b>(2.01)</b>	<b>2,180.07</b>	<b>(0.22)</b>	<b>44.13</b>	<b>2,568.07</b>	<b>3,111.14</b>

\* The Company recognises profit and loss on purchase, sale, issue or cancellation of the own equity instruments to capital reserve.

As per our report of even date annexed  
For SURESH KUMAR MITTAL & CO.,  
Chartered Accountants  
Reg. No. 500063N

For and on behalf of Board of Directors

Ankur Bagla  
Partner  
Membership No. -521915  
UDIN: 20521915AAAABX1725  
Place: New Delhi  
Date : 30.06.2020

Vijay Prakash Pathak  
Whole Time Director  
DIN - 07081958

Ankur Anand  
Director  
DIN - 00506761

Pabitra Kumar Patra  
Chief Financial Officer

Surender Kr. Gupta  
Company Secretary

**DR. FRESH ASSETS LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2020**

## **1 Group Overview**

Dr. Fresh Assets Limited is a limited group domiciled in India incorporated under the provisions of the India and has its registered office in Delhi, India. Its shares are listed on Metropolitan Stock Exchange of India (MSEI). The Group is engaged in the manufacturing, trading, healthcare services and real estate related activities.

The Financial Statements of the Group for the year ended 31st March, 2020 were authorized for issue in accordance with a resolution of the Board of Directors on 30th June, 2020.

## **2 Principles of Consolidation**

### **Subsidiaries**

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns, from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity income and expenses. Intercompany transaction, balances, and unrealized gains on transactions between group companies are eliminated.

Unrealised losses are also eliminated unless the transaction provided evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

## **3 Significant Accounting Policies**

### **3.1 Basis of Preparation of financial statements**

These Consolidated Financial Statements have been prepared in accordance with the accounting principals generally accepted in India including Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting Standards) Amendment Rules, 2016 and guidelines issued by the Securities Exchange Board of India.

The Consolidated Financial Statements have been prepared on the historical cost basis except for certain financial instruments measured at fair values at the end of each reporting period, as explained in the accounting policies.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

### **Reporting Presentation Currency**

All amounts in the consolidated financial statements and notes thereon have been presented in Indian Rupees (INR) (reporting and primary functional currency of the group) and rounded off to the nearest lakhs with two decimals, unless otherwise stated.

### **3.2 Classification of Current and Non-current Assets and Liabilities**

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
- The Group classifies all other liabilities as non-current.
- Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

The Group has identified twelve months as its operating cycle.

### **3.3 Revenue Recognition**

Revenue for the Group is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The specific recognition criteria described below must also be met before revenue is recognised.

#### **(i) Sales of Goods :**

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates and are stated exclusive of sales tax, value added tax (VAT), goods and service tax (GST). Revenue from Real estate related activities is recognised on accrual basis.

#### **(ii) Rendering of Services :**

Revenue from sale of service is recognised as per terms of the contract with customers when the outcome of the transactions involving rendering of services can be estimated reliably.

#### **(iii) Interest Income :**

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

Interest income from fixed deposits, loans and others is recognized on accrual basis.

#### **(iv) Dividend and other Investment Income :**

Revenue from dividend from equity is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

Dividend income from mutual funds is recognized when the right to receive the dividend is unconditionally established. Profit/loss on sale/redemption of investments is recognized on the date of transaction of sale/redemption and is computed with reference to the original cost of the investment sold.

#### **(v) Lease Income :**

Lease agreements where the risks and rewards incident to the ownership of an asset substantially vest with the lessor are recognized as operating leases. Lease rentals are recognized on straight-line basis as per the terms of the agreements in the statement of profit and loss.

#### **(vi) Insurance Claims:**

Insurance Claims are recognised in the books only after certainty of its realisation.

### **3.4 Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

### **3.5 Foreign currency transactions and translation**

- i) Transactions in foreign currencies of the Group are accounted for at the exchange rate prevailing on the date of transaction.
- ii) In respect of monetary assets and liabilities denominated in foreign currencies, exchange differences arising out of settlement are recognised in the Statement of Profit and Loss. Monetary assets and liabilities denominated in foreign currencies as at the Balance Sheet date are translated at the exchange rate on that date, the resultant exchange differences are recognised in the Statement of Profit and Loss.
- iii) Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

### **3.6 Borrowing Costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Transaction cost in respect of long-term borrowings are amortised over the tenure of respective loans using effective interest method. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

### **3.7 Employee Benefits**

#### **(i) Short Term Employee Benefits**

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages etc. and the expected cost of bonus, exgratia, incentives are recognized in the period during which the employee renders the related service.

#### **(ii) Post-Employment Benefits**

##### **(a) Defined Contribution Plans**

(i) Provident Fund Scheme is a defined contribution plan. The contribution paid/payable under the scheme is recognized in the profit & loss account during the period during which the employee renders the related service.

(ii) The Group extends benefits of leave to the employees while in service as well as on retirement. Provision for leave encashment benefit is being made on the basis of actuarial valuation.

##### **(b) Defined Benefit Plans**

The present value of obligation under defined benefit plan is determined based on actuarial valuation under the projected unit credit method which recognizes each period of service as giving rise to additional unit of employees benefits entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans is based on the market yields on government securities as at balance sheet date, having maturity periods approximated to the returns of related obligations. In case of funded plans the fair value of the planned assets is reduced from the gross obligation under the defined benefit plans to recognize the obligation on net basis.

(c) Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

### **3.8 Taxation**

Income tax expense represents the sum of the tax current tax and deferred tax.

#### **Current tax**

Current tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws in the countries where the Company operates and generates taxable income.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

#### **Current and deferred tax for the period**

Current and deferred tax are recognised in profit or loss, except when they are relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

#### **Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax asset against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**DR. FRESH ASSETS LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2020**

**3.9 Property, Plant and Equipment**

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred.

Expenditure related to and incurred during implementation of capital projects is included under "Capital Work in Progress". The same is allocated on a systematic basis to the respective fixed assets on completion of construction of fixed assets.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss.

Property, plant and equipment are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

Fixed assets acquired under hire purchase schemes are capitalized at their principal value and hire charges are expensed. Fixed assets taken on lease are not treated as assets of the group and lease rentals are charged off as revenue expenses.

Spares received along with the plant or equipment and those purchased subsequently for specific machines and having irregular use are being capitalized.

**3.10 Depreciation**

Depreciation commences when the assets are ready for their intended use. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Depreciation on Assets acquired /capitalised/ disposed off during the year is provided on pro-rata basis with reference to the date of addition/capitalization/ disposal. Individual assets costing less than Rs.5,000/- are fully depreciated in the year of purchase. Lease hold land is amortized over the period of lease.

The Group reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

**3.11 Intangible Assets**

Intangible Assets are stated at cost less accumulated amortization.

**3.12 Impairment of Property, plant and equipment and intangible assets**

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Any reversal of the previously recognised impairment loss is limited to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

**3.13 Inventories**

Inventories are valued at lower of cost or net realisable value. Cost is determined using the First in First out (FIFO) formula. Finished goods and stock in process include cost of conversion and other costs incurred in bringing the inventories to their present location and conditions. Cost of machinery spares which can be used only in connection with plant & machinery and whose use is expected to be irregular are amortized proportionately over a period of residual useful life of machinery as technically evaluated. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Group.



### **3.14 Provisions**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Provisions in the nature of long term are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

### **3.15 Investment in subsidiaries, joint-ventures and associates**

Investment in subsidiaries, joint-ventures and associates has been accounted for at cost.

### **3.16 Impairment of financial assets**

The Group assesses impairment based on expected credit losses (ECL) model to the following :

- Financial Assets are measured at amortised cost;
- Financial Assets are measured at fair value through other comprehensive income (FVTOCI)

### **3.17 Borrowings.**

Borrowings are recognized initially at fair value, less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in the statement of profit or loss over the period of the borrowings using the effective interest method.

### **3.18 Cash and Cash Equivalents**

Cash and cash equivalents comprise cash at bank and in hand, short-term deposits and highly liquid investments with an original maturity of three months or less which are readily convertible in cash and subject to insignificant risk of change in value.

### **3.19 Earnings Per Share**

Earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

### **3.20 Contingent Liability and Contingent Assets**

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote. Contingent assets are not recognized in the financial statements but disclosed, where an inflow of economic benefit is probable.

### **3.21 Trade Receivables**

Trade receivables are amounts due from customers for goods sold in the ordinary course of business. If collection is expected to be collected within a period of 12 months or less from the reporting date, they are classified as current assets otherwise as non-current assets.

### **3.22 Financial Instruments**

#### **(i) Financial Assets**

##### **Initial Recognition and Measurement**

All Financial assets are recognized initially at fair value plus, in the case of Financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the Financial asset.

Financial assets are classified, at initial recognition, as Financial assets measured at fair value or as Financial assets measured at amortized cost.

##### **Subsequent Measurement**

For purpose of subsequent measurement of Financial assets are classified in two broad categories:

- Financial Assets at fair value
- Financial assets at amortized cost

Where assets are measured at fair value, gains and losses are either recognized entirely in the statement of profit and loss , or recognized in other comprehensive income.

A Financial asset that meets the following two conditions is measured at amortized cost.

- Business Model Test: The objective of the Group's business model is to hold the Financial asset to collect the contractual cash flows.
- Cash Flow characteristics test: The contractual terms of the Financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A Financial asset that meets the following two conditions is measured at fair value through OCI:

- Business Model Test: The Financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial assets.
- Cash flow characteristics test: The contractual terms of the Financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

**DR. FRESH ASSETS LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2020**

All other Financial assets are measured at fair value through profit and loss.

All equity investments are measured at fair value in the balance sheet, with value changes recognized in the statement of profit and loss, except for those equity investments for which the entity has elected irrevocable option to present value changes in OCI.

**(ii) Financial Liabilities**

All Financial liabilities are initially recognized at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities are classified as measured at amortized cost or fair value through profit and loss (FVTPL). A Financial liability is classified as FVTPL if it is classified as held for trading, or it is a derivative or is designated as such on initial recognition. Financial Liabilities at FVTPL are measured at fair value and net gain or losses, including any interest expense, are recognised in statement of profit and loss. Other Financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in statement of profit and loss. Any gain or loss on de-recognition is also recognized in statement of profit and loss.

**4 Use of Estimates**

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

**4.1 Property, Plant and Equipments**

Property, Plant and Equipments represent a significant proportion of the asset base of the Group. The management of the Group makes assumptions about the estimated useful lives, depreciation methods or residual values of items of property, plant and equipment, based on past experience and information currently available. In addition, the management assesses annually whether any indications of impairment of intangible assets and tangible assets.

**4.2 Trade Receivables**

The management believe that the net carrying amount of trade receivables is recoverable based on their past experience in the market and their assessment of the credit worthiness of debtors at Balance Sheet date. The provision is made against Trade receivable based on Expected Credit Loss model as per Ind AS-109.

**4.3 Defined Benefit Plans**

The provisions for defined benefit plans have been calculated by a actuarial expert. The basic assumptions are related to the mortality, discount rate and expected developments with regards to the salaries. The discount rate have been determined by reference to market yields at the end of the reporting period based on the expected duration of the obligation. The future salary increases have been estimated by using the expected inflation plus an additional mark-up based on historical experience and management expectations.

**4.4 Taxes**

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

**4.5 Provisions and liabilities**

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

**4.6 Contingencies**

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

## 5 PROPERTY, PLANT and EQUIPMENTS

Rs in lakh

Particulars	Land - Free Hold	Land At Manali (including land development Exps.)	Land at Karma lake Land	Buildings - Factory	Buildings at Karma lake Land	Plant & Machinery	Molds & Dies	Furniture & Fixtures	Vehicles	Office equipment	Computers	Total
<b>Gross Carrying Value as at 01.04.2018</b>	179.89	107.27	718.61	217.63	166.41	521.64	311.35	30.16	97.25	18.03	8.37	<b>2,376.62</b>
Addition	-	-	-	-	-	5.21	-	-	-	0.10	0.46	<b>5.77</b>
Deductions/Adjustments	-	-	-	-	-	-	-	-	-	-	-	<b>-</b>
<b>Gross Carrying Value as at 31.03.2019</b>	<b>179.89</b>	<b>107.27</b>	<b>718.61</b>	<b>217.63</b>	<b>166.41</b>	<b>526.85</b>	<b>311.35</b>	<b>30.16</b>	<b>97.25</b>	<b>18.14</b>	<b>8.83</b>	<b>2,382.39</b>
<b>Accumulated Depreciation as at 01.04.2018</b>	-	-	-	80.11	5.90	469.40	302.28	29.03	57.73	17.53	7.15	<b>969.11</b>
Depreciation for the period	-	-	-	4.76	2.63	5.45	-	0.01	4.44	0.06	0.50	<b>17.85</b>
Deductions/Adjustments	-	-	-	-	-	-	-	-	-	-	-	<b>-</b>
<b>Accumulated Depreciation as at 31.03.2019</b>	-	-	-	<b>84.87</b>	<b>8.53</b>	<b>474.84</b>	<b>302.28</b>	<b>29.03</b>	<b>62.18</b>	<b>17.59</b>	<b>7.65</b>	<b>986.97</b>
<b>Carrying Value as at 31.03.2019</b>	<b>179.89</b>	<b>107.27</b>	<b>718.61</b>	<b>132.76</b>	<b>157.88</b>	<b>52.00</b>	<b>9.06</b>	<b>1.13</b>	<b>35.07</b>	<b>0.55</b>	<b>1.19</b>	<b>1,395.42</b>
<b>Gross Carrying Value as at 01.04.2019</b>	179.89	107.27	718.61	217.63	166.41	526.85	311.35	30.16	97.25	18.14	8.83	<b>2,382.39</b>
Addition	-	-	-	-	-	-	-	-	(59.85)	-	-	<b>(59.85)</b>
Deductions/Adjustments	-	-	-	-	-	-	-	-	-	-	-	<b>-</b>
<b>Gross Carrying Value as at 31.03.2020</b>	<b>179.89</b>	<b>107.27</b>	<b>718.61</b>	<b>217.63</b>	<b>166.41</b>	<b>526.85</b>	<b>311.35</b>	<b>30.16</b>	<b>37.40</b>	<b>18.14</b>	<b>8.83</b>	<b>2,322.54</b>
<b>Accumulated Depreciation as at 01.04.2019</b>	-	-	-	84.87	8.53	474.84	302.28	29.03	62.18	17.59	7.65	<b>986.97</b>
Depreciation for the period	-	-	-	4.76	2.63	5.35	-	0.01	4.44	0.05	0.46	<b>17.70</b>
Deductions/Adjustments	-	-	-	-	-	-	-	-	56.86	-	-	<b>56.86</b>
<b>Accumulated Depreciation as at 31.03.2020</b>	-	-	-	<b>89.62</b>	<b>11.17</b>	<b>480.19</b>	<b>302.28</b>	<b>29.04</b>	<b>9.76</b>	<b>17.64</b>	<b>8.11</b>	<b>947.81</b>
<b>Carrying Value as at 31.03.2020</b>	<b>179.89</b>	<b>107.27</b>	<b>718.61</b>	<b>128.01</b>	<b>155.25</b>	<b>46.66</b>	<b>9.06</b>	<b>1.12</b>	<b>27.64</b>	<b>0.50</b>	<b>0.73</b>	<b>1,374.73</b>

**DR. FRESH ASSETS LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2020**

**6 INVESTMENTS**

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>NON CURRENT INVESTMENTS</b>		
Investments carried at fair value through other Comprehensive Income (Fully paid up shares)	386.30	1,128.03
<b>Total</b>	<b>386.30</b>	<b>1,128.03</b>
<b>CURRENT INVESTMENTS</b>		
Investments carried at fair value through profit and loss	368.17	387.86
<b>Total</b>	<b>368.17</b>	<b>387.86</b>

Note:

Particulars	No. of Shares/units		Rs in lakh	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
<b>NON CURRENT INVESTMENTS</b>				
<u>Investments carried at fair value through other comprehensive Income</u>				
<b>Unquoted - Non-traded (In Associates)</b>				
Sunehari Exports (Haridwar) Ltd. - Equity Shares	14,325	14,325	-	-
Sunehari Exports (Haridwar) Ltd. - Preference Shares	40,000	40,000	-	-
<b>Unquoted - Non-traded (In Others)</b>				
Golden Glow Enterprises Pvt. Ltd.	29,500	29,500	46.57	41.35
Reverse Age Health Services Pte. Ltd.	50	50	10.35	9.94
<b>Unquoted - Non-traded, Compulsorily Convertible Non-Cumulative Preference Shares (In Others)</b>				
Top Technologies Pvt. Ltd.	8,123	-	35.00	-
<b>Quoted - Traded, Fully paid Equity Shares (In Others)</b>				
Lemon Tree Hotels Ltd.	13,35,084	13,35,084	294.39	1,076.75
<b>Total</b>			<b>386.30</b>	<b>1,128.03</b>
Aggregate amount of quoted Non-Current Investments			287.04	287.04
Market value of quoted Non-Current Investments			294.39	1,076.75
Aggregate amount of un-quoted Non-Current Investments			79.98	44.57
<b>CURRENT INVESTMENTS</b>				
<b>Investments carried at fair value through profit and loss</b>				
<b>-Investment in Mutual Funds</b>				
Aditya Birla Sunlife Frontline Equity Fund - Growth (SIP)	11,077.033	5,566.223	18.28	12.62
Aditya Birla Sunlife Pure Value Fund - Growth	2,490.627	2,490.627	0.80	1.38
Axis Focused 25 Fund - Growth (SIP)	2,018.004	-	0.47	-
DSP Top 100 Equity Fund - Dividend	1,18,108.376	1,18,108.376	15.29	22.99
Franklin India Equity Fund - Growth (SIP)	4,243.198	2,091.026	17.64	12.60
Franklin India Smaller Companies Fund - Growth	1,751.393	1,751.393	0.59	0.96
HDFC Hybrid Equity Fund - Growth (SIP)	6,353.750	5,422.389	2.70	2.95
HDFC Long Term Advantage Fund - Dividend	54,551.802	54,551.802	13.41	21.56
HDFC Mid Cap Opportunities Fund - Growth (SIP)	51,752.642	27,323.939	20.19	15.38
HDFC Balanced Advantage Fund - Dividend	1,52,219.752	1,52,219.752	28.87	45.27
HDFC Top 200 Fund - Growth (SIP)	2,787.338	2,479.058	9.61	12.46
HDFC Balanced Advantage Fund - Growth (SIP)	1,492.456	1,187.871	2.24	2.39
HDFC Top 200 Fund - Growth	69.048	69.048	0.24	0.35
ICICI Prudential Equity & Debt Fund - Growth (SIP)	3,775.350	2,568.273	4.00	3.45
ICICI Prudential Export & Services - Growth	7,648.506	7,648.506	3.23	4.41
ICICI Prudential Bluechip Equity Fund - Growth (SIP)	34,664.666	30,838.640	11.02	13.01
Kotak Standard Midcap Fund - Growth (SIP)	6,703.567	3,318.611	1.81	1.18
Kotak Emerging Equity Scheme - Growth (SIP)	7,819.824	699.829	2.31	0.27
L & T Midcap Fund - Growth	1,063.453	1,063.453	1.05	1.44
L & T Midcap Fund - Growth (SIP)	2,354.823	194.401	2.32	0.26
Mirae Asset India Equity Fund - Growth (SIP)	50,559.650	25,204.343	19.63	12.90
Reliance Small Cap Fund - Growth (SIP)	7,009.422	3,812.723	1.91	1.54
Reliance Large Cap Fund - Growth (SIP)	16,989.356	9,806.485	4.11	3.48
Reliance Vision Fund - Dividend	57,112.180	57,112.180	13.88	20.89
Reliance Vision Fund - Growth (SIP)	579.908	346.033	2.22	1.82

**DR. FRESH ASSETS LIMITED**

Particulars	No. of Shares/units		Rs in lakh	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
SBI Bluechip Fund - Growth (SIP)	73,004.423	39,784.376	21.72	15.60
SBI Bluechip Fund - Growth	2,385.811	2,385.811	0.71	0.94
SBI Equity Hybrid Fund - Growth (SIP)	2,953.197	2,233.590	3.51	3.00
SBI Magnum Global Fund - Growth (SIP)	865.495	865.495	1.30	1.47
SBI Magnum Mid Cap Fund - Growth (SIP)	3,573.480	2,148.521	1.87	1.61
UTI Hybrid Equity Fund - Growth (SIP)	3,629.427	2,155.051	4.63	3.66
UTI Banking & Financial Services Fund - Growth (SIP)	3,142.723	1,897.887	1.86	1.94
UTI Long Term Advantage Fund - Growth	15,000.000	15,000.000	0.98	1.48
UTI Mid Cap Fund - Growth	8,175.132	8,175.132	6.22	8.27
UTI Mid Cap Fund - Growth (SIP)	3,268.812	2,018.411	2.49	2.04
UTI Core Equity Fund - Dividend	68,664.718	68,664.718	15.34	22.88
UTI Core Equity Fund - Growth (SIP)	4,933.278	2,899.878	2.08	1.82
Reliance ETF Nifty BeEs	1,17,340.000	88,150.000	107.64	107.60
<b>Total</b>			<b>368.17</b>	<b>387.86</b>
Aggregate amount of quoted Current Investments			491.53	374.76
Market value of quoted Current Investments			368.17	387.86

**7 LOANS**

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>NON CURRENT - Considered Good</b>		
Loans and advances to Others	58.44	80.06
<b>Total</b>	<b>58.44</b>	<b>80.06</b>

(i) In the opinion of the management, loans and advances are expected to realize at least the amount at which they are stated, if realized in the ordinary course of business and provision for all known liabilities has been adequately made in the accounts.

(ii) Loans to others includes interest receivable Rs. 18.33 lakh (Rs. 39.95 lakh as at 31.03.2019).

(iii) Provision of section 185 of the Companies Act, 2013 were made applicable w.e.f 12th september, 2013, whereby giving of loans to directors has been prohibited. However, certain loans were existing prior to 12th september, 2013 and the same continue to exist after 12th september, 2013 as they are repayable on demand.

**8 OTHER FINANCIAL ASSETS**

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>NON CURRENT</b>		
<b>(Unsecured-considered good)</b>		
Security deposits	7.05	7.05
<b>Total</b>	<b>7.05</b>	<b>7.05</b>
<b>CURRENT</b>		
Interest Receivable	1.19	1.10
<b>Total</b>	<b>1.19</b>	<b>1.10</b>

**9 DEFERRED TAX ASSETS**

Particulars	Rs in lakh						
	As at 31.03.2020	Changes through Profit & Loss	Changes through OCI	As at 31.03.2019	Changes through Profit & Loss	Changes through OCI	As at 31.03.2018
<b>Deferred Tax Liability on account of:</b>							
Property, Plant and Equipments	(46.33)	0.33	-	(46.66)	(0.42)	-	(46.24)
Other temporary differences	(0.16)	0.02	-	(0.18)	(0.02)	-	(0.16)
<b>Deferred Tax Assets on account of:</b>							
Tax Losses carried forward	27.66	(6.80)	-	34.46	(16.11)	-	50.57
Provision for Employee Benefits	3.16	0.55	0.11	2.49	0.49	(0.05)	2.06
Fair Value measurement of investments	27.90	28.37	161.65	(162.12)	(3.34)	(192.41)	33.62
<b>Net Deferred Tax Assets/(Liabilities)</b>	<b>12.23</b>	<b>22.48</b>	<b>161.76</b>	<b>(172.01)</b>	<b>(19.40)</b>	<b>(192.46)</b>	<b>39.85</b>

## DR. FRESH ASSETS LIMITED

## 10 INVENTORIES

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
Traded Goods *	1,425.51	1,425.51
Stock of Medicines *	0.57	0.88
<b>Total</b>	<b>1,426.08</b>	<b>1,426.39</b>

\* Carried at lower of Cost or Net Realisable Value

## 11 TRADE RECEIVABLES

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>NON CURRENT</b> (Unsecured-considered good)	-	-
<b>CURRENT</b>		
- Trade Receivables Considered Good - Secured	-	-
- Trade Receivables Considered Good - Unsecured	66.11	3.78
- Trade Receivable which have significant increase in Credit	-	-
- Trade Receivable - Credit impaired	-	-
	<b>66.11</b>	<b>3.78</b>
Less: Allowance for Credit Loss	-	-
<b>Total</b>	<b>66.11</b>	<b>3.78</b>

(i) Certain debit balances are subject to confirmation and reconciliation. Difference, if any shall be accounted for on such reconciliation.

(ii) The Company follows 'simplified approach' for recognition of expected credit loss allowance on trade receivable. Under the simplified approach, the company does not track changes in credit risk. Rather, it recognizes expected credit loss allowance based on lifetime ECLs at each reporting date, right from initial recognition.

(iii) The Company do not envisage any financial difficulties resulting in additional credit risks higher than usual credit terms due to COVID-19 outbreak.

## 12 CASH &amp; CASH EQUIVALENTS

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>Balances with Scheduled Banks</b>		
-In Current Accounts	9.49	34.14
-Term Deposits with original maturity period upto 3 months	-	-
<b>Balances with Non Scheduled Banks</b>		
-In Current Accounts *	4.96	3.73
Cash in hand	5.51	2.30
<b>Total</b>	<b>19.96</b>	<b>40.17</b>

\* Maximum Balance outstanding during the year Rs. 2.33 lakh (Rs. 2.33 lakh during 2018-19) in DBS Bank and SGD 19423.88 during the year (SGD 38286.58 during 2018-19) in OCBC Bank, Singapore.

## 13 Other balances with Bank [Other than as mentioned in Note No. 12]

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>Balances with Banks</b>		
-Term Deposits with maturity 12 months from the balance sheet date	200.00	200.00
-Term Deposits with maturity more than 12 months at inception	-	-
<b>Total</b>	<b>200.00</b>	<b>200.00</b>

Fixed Deposits of Rs 200.00 lakh (Rs 200.00 lakh as at 31.03.2019) is under lien with Bank against overdraft limit of Rs. 180.00 lakh.

## 14 INCOME TAX ASSETS (NET)

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>NON CURRENT</b>	-	-
<b>Total</b>	-	-
<b>CURRENT</b>		
MAT Credit Entitlement	105.41	105.30
Advance Income Tax (Including tax deducted at source)	12.20	12.83
<b>Total</b>	<b>117.61</b>	<b>118.13</b>

DR. FRESH ASSETS LIMITED

15 OTHER ASSETS

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>CURRENT</b>		
Prepaid Expenses	1.50	1.46
Advance to vendor	0.01	2.18
GST/ VAT/ Service Tax Credit Receivable	15.93	23.48
Share Application money for Non-Cumulative Preference Shares	-	35.00
Advance to Related Parties	90.00	90.00
Other Recoverables	10.99	2.30
Other Recoverables - Doubtful *	16.00	16.00
Less- Provision for Doubtful advances	16.00	16.00
<b>Total</b>	<b>118.42</b>	<b>154.42</b>

(i) Advance to Related Parties include Rs. 90.00 lakh (Rs. 90.00 lakh as at 31.03.2019) given to Sunehari Exports Haridwar Ltd., associate.

\* Advances represents, advance given for purchase of land, outstanding from a considerable period. Management is in the process of filing legal suit for recovery. Any Liability/ recovery that may arise will be accounted for as & when the case is settled.

16 EQUITY SHARE CAPITAL

Particulars	Number of Shares		Rs in lakh	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
<b>a) Authorized Equity Shares of Rs. 10 each</b>				
At the beginning of the year	1,00,00,000	1,00,00,000	1,000.00	1,000.00
Add: Additions during the year	-	-	-	-
At the end of the year	1,00,00,000	1,00,00,000	1,000.00	1,000.00
<b>b) Issued Equity Shares of Rs. 10 each</b>				
At the beginning of the year	54,65,753	54,65,753	546.58	546.58
Add: Additions during the year	-	-	-	-
At the end of the year	54,65,753	54,65,753	546.58	546.58
<b>b) Subscribed and Paid up Equity Shares of Rs. 10 each</b>				
At the beginning of the year *	53,89,553	53,89,553	538.96	538.96
Add: Additions during the year	-	-	-	-
Add : Forfeited Share amount (Amount originally Paid up)	-	-	4.12	4.12
At the end of the year **	53,89,553	53,89,553	543.07	543.07

\* Does not include 76200 Shares (76200 Shares as at 31.03.2019) forfeited in earlier years. Amount forfeited Rs. 4.12 lakh (Rs. 4.12 lakh as at 31.03.2019) included in share capital subscribed and paid up.

\*\* Out of the above 2762464 shares have been issued as bonus shares by way of capitalisation of reserves and 1571568 shares have been issued pursuant to the scheme of amalgamation approved on 08.07.2008 & 125000 shares have been issued pursuant to scheme of arrangement approved on 29.09.2011.

Details of Equity Shares in the company held by each shareholder holding more than 5% of shares is as under:

Name of the Shareholder	As at 31.03.2020		As at 31.03.2019	
	No of Shares	Percentage	No of Shares	Percentage
<b>Equity Shares</b>				
Sumeet Nanda	32,40,056	60.117	32,40,056	60.117
Shikha Nanda	3,64,340	6.760	3,64,340	6.760
Growmax Investments Ltd.	2,99,700	5.561	2,99,700	5.561
H.C. Nanda *	2,77,949	5.157	2,77,949	5.157

\* Deceased since 20.12.2015

Rights, Preferences and Restrictions Attached to Share

The Company has one class of equity shares having a par value of Rs.10 each. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in the proportion to their shareholding.

Details of forfeited shares

Class of Shares	As at 31.03.2020		As at 31.03.2019	
	No of Shares	Rs. in lakh	No of Shares	Rs. in lakh
Equity Shares	76,200	4.12	76,200	4.12

## DR. FRESH ASSETS LIMITED

## 17 OTHER EQUITY

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
Capital Reserve *	7.68	7.68
General Reserve	338.41	338.41
Foreign Currency Translation Reserve on Consolidation	(2.01)	0.08
Retained Earnings	2,180.07	2,205.84
Other Comprehensive Income		
- Remeasurements of the net defined benefit plans	(0.22)	0.10
- Other items of OCI	44.13	659.62
<b>Total (A)</b>	<b>2,568.07</b>	<b>3,211.75</b>

\* The Company recognises profit and loss on purchase, sale, issue or cancellation of the own equity instruments to capital reserve.

## 18 OTHER FINANCIAL LIABILITIES

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>NON CURRENT</b>		
Security Deposits	12.88	11.13
<b>Total</b>	<b>12.88</b>	<b>11.13</b>

## 19 PROVISIONS

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>NON CURRENT</b>		
Employee Benefits	11.91	9.34
<b>Total</b>	<b>11.91</b>	<b>9.34</b>
<b>CURRENT</b>		
Employees Benefits	0.24	0.25
Provision For Income Tax	23.13	11.60
<b>Total</b>	<b>23.36</b>	<b>11.85</b>

## 20 BORROWINGS

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>NON CURRENT</b>	-	-
<b>CURRENT</b>		
<b>Secured</b>		
Loan repayable on demands from Banks *	97.77	-
<b>Unsecured</b>		
Advance from an associate company (interest free)	14.60	11.53
Advance from Directors & Relatives (Interest Free)	75.06	75.06
<b>Total</b>	<b>187.43</b>	<b>86.59</b>

\* Secured against lien of Fixed Deposits of Rs. 200.00 lakh.

## 21 TRADE AND OTHER PAYABLES

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
Acceptances		
Sundry Creditors		
a) Total outstanding dues of Micro Enterprises and Small Enterprises *	-	-
b) Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	85.43	74.36
<b>Total</b>	<b>85.43</b>	<b>74.36</b>

## \* Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006

The information regarding Micro, Small and Medium Enterprises as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006" to the extent such parties have been identified on the basis of information collected by the Company, is given below:



**DR. FRESH ASSETS LIMITED**

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
Principal amount due outstanding as at the end of year	-	-
Interest due on above and unpaid as at the end of year	-	-
Interest paid to the supplier	-	-
Payments made to the supplier beyond the appointed day	-	-

**22 OTHER LIABILITIES**

Particulars	Rs in lakh	
	As at 31.03.2020	As at 31.03.2019
<b>CURRENT</b>		
Advance From Customers	168.51	325.65
Other Payables	555.61	496.66
<b>Total</b>	<b>724.13</b>	<b>822.31</b>

(i) Advance from customers includes foreign parties amounting to Rs. 168.51 lakh (Rs. 325.60 lakh as at 31.03.2019) who have agreed to settle account in outstanding Rupee value as appearing as on 1st April, 2015, accordingly no exchange fluctuation has been provided by the company on such outstanding.

(ii) Other payables includes foreign parties amounting to Rs. 231.47 lakh (Rs. 231.47 lakh as at 31.03.2019) who have agreed to settle account in outstanding Rupee value as appearing as on 1st April, 2015, accordingly no exchange fluctuation has been provided by the company on such outstanding.

(iii) Other Payables includes remuneration payable Rs. 0.45 lakh (Rs. 0.51 lakh as at 31.03.2019) to Whole Time Director and Rs. 0.45 lakh (Rs. 0.51 lakh as at 31.03.2019) to Chief Financial Officer of the company.

(iv) Other payables includes due to directors Rs. 58.45 lakh (Rs. Nil as at 31.03.2019).

**23 REVENUE FROM OPERATIONS**

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Sales of Traded Goods	160.93	18.62
Sales of Services - Rental Income	69.56	79.83
Revenue from Therapies	0.42	1.17
Revenue from Consultancy Services	131.26	129.48
<b>Net Sales</b>	<b>362.16</b>	<b>229.09</b>

**24 OTHER INCOME**

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Interest - Banks	14.44	20.29
Interest - Others	3.95	4.72
Income from Maintenance Charges	3.67	4.78
Dividend Income	11.89	12.12
Profit on Sale of Fixed Assets	1.01	-
Diminution in Value of Investment	-	21.04
Finance Income	2.06	1.75
Excess liability written back	-	5.24
<b>Total</b>	<b>37.02</b>	<b>69.94</b>

**25 CHANGE IN INVENTORY**

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
<b>Traded Goods</b>		
Opening Stock	1,425.51	1,425.51
Less: Closing stock	1,425.51	1,425.51
<b>Total</b>	<b>-</b>	<b>-</b>

**26 PURCHASE OF GOODS**

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Purchase of Traded Goods	35.62	4.20
<b>Total</b>	<b>35.62</b>	<b>4.20</b>

## 27 EMPLOYEE BENEFITS EXPENSE

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Salaries , Wages, Allowances and Bonus	38.20	37.13
Directors' Remuneration	113.47	108.89
Leave Encashment	0.22	0.23
Gratuity	1.17	0.98
Contribution towards Provident Fund	1.73	1.81
Staff Welfare	0.93	0.91
<b>Total</b>	<b>155.71</b>	<b>149.97</b>

**Disclosure as required by Indian Accounting Standard (Ind AS) 19 Employee Benefits.****Employee Post Retirement Benefits**

During the year, the following contributions have been made under defined contribution plans

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
i) Employer's Contribution to Provident fund	1.21	0.49
ii) Employer's Contribution to Employee Pension Scheme	0.69	0.69

**Defined Benefit Plans**

Particulars	Rs in lakh		Rs in lakh	
	Gratuity		Leave Encashment	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019	For the year ended 31st March, 2020	For the year ended 31st March, 2019
<b>i) Assumption</b>				
Discount Rate	6.76%	7.66%	6.76%	7.66%
Salary Escalation	5.50%	5.50%	5.50%	5.50%
Average remaining working lives considering decrements (Years)				
- Holding Company	16.18	17.18	16.18	17.18
- Subsidiary Company	25.70	26.71	25.70	26.71
<b>ii) Table showing changes in present value obligation</b>				
Present value of obligation as at beginning of the year	8.08	6.63	1.51	1.39
Interest cost	0.62	0.51	0.12	0.11
Current Service Cost	1.17	0.98	0.22	0.23
Benefit Paid	-	-	-	(0.05)
Actuarial (gain)/loss on obligation	0.60	(0.04)	(0.17)	(0.17)
Present value of obligation as at end of the year	10.47	8.08	1.67	1.51
<b>iii) Table showing changes in the present value of planned assets</b>				
Fair value of plan assets at the beginning of year	-	-	-	-
Expected return on plan assets	-	-	-	-
Contribution	-	-	-	-
Benefit paid	-	-	-	-
Actuarial (gain)/loss on plan assets	-	-	-	-
Fair value of plan assets at the end of year	-	-	-	-
<b>iv) Table showing fair value of planned assets</b>				
Fair value of plan assets at the beginning of year	-	-	-	-
Actuarial return on planned assets	-	-	-	-
Contribution	-	-	-	-
Benefit Paid	-	-	-	-
Actuarial gain/(loss) on plan assets	-	-	-	-
Fair value of planned assets at the end of year	-	-	-	-
Funded status	(10.47)	(8.08)	(1.67)	(1.51)
<b>v) Actuarial Gain/ Loss recognized</b>				
Actuarial (gain)/Loss for the year-obligation	(0.60)	0.04	0.17	0.17
Actuarial (gain)/Loss for the year-plan assets	-	-	-	-
Total (gain)/Loss for the year	0.60	(0.04)	(0.17)	(0.17)
Actuarial (gain)/Loss recognized in the year	0.60	(0.04)	(0.17)	(0.17)
<b>vi) The amounts to recognized in the balance sheet and statement of Profit &amp; Loss</b>				
Present value of obligation as at end of the year	10.47	8.08	1.67	1.51
Fair value of plan assets as at end of the year	-	-	-	-
Funded status	(10.47)	(8.08)	(1.67)	(1.51)
Net Asset/(Liability) recognized in balance sheet	(10.47)	(8.08)	(1.67)	(1.51)

DR. FRESH ASSETS LIMITED

Particulars	Rs in lakh		Rs in lakh	
	Gratuity		Leave Encashment	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019	For the year ended 31st March, 2020	For the year ended 31st March, 2019
<b>vii) Expenses recognized in statement of Profit &amp; Loss</b>				
Current Service Cost	1.17	0.98	0.22	0.23
Interest cost	0.62	0.51	0.12	0.11
Expected return on plan assets	-	-	-	-
Net Actuarial (gain)/Loss recognized in the year	0.60	(0.04)	(0.17)	(0.17)
Expenses recognized in the statement of profit & loss	2.39	1.46	0.16	0.17
<b>viii) Bifurcation of obligation at the end of year as per schedule III to the companies Act, 2013.</b>				
Current Liability	0.18	0.15	0.05	0.10
Non-Current Liability	10.29	7.93	1.62	1.41
Total obligation at the end of year	10.47	8.08	1.67	1.51
The assumption of future salary increase taken into account the inflation, seniority, promotion and other relevant factors such supply and demand in employment market. Same assumptions were considered for comparative period i.e. 2017-18 as considered in previous transaction to IND AS. The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of liability. The above information is certified by the actuary.				

**28 FINANCE COSTS**

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Interest Expenses	5.53	2.96
<b>Total</b>	<b>5.53</b>	<b>2.96</b>

**29 DEPRECIATION & AMORTISATION EXPENSES**

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Depreciation	17.70	17.85
<b>Total</b>	<b>17.70</b>	<b>17.85</b>

## DR. FRESH ASSETS LIMITED

## 30 OTHER EXPENSES

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Electricity Expenses	2.47	3.02
Rent	2.60	2.50
Repairs to Building	13.70	5.14
Repairs to Others	2.93	2.04
Running & Maintenance - Generator	0.11	1.46
Insurance	1.24	0.76
Rates Taxes and Fees	3.11	3.04
Travelling & Conveyance	2.03	2.48
Consultancy & Professional Charges	17.23	13.57
Advertisement & Business Promotion	0.51	0.80
Commission	3.41	-
Subscription & Membership	1.61	1.53
Medicines Consumed	4.04	5.96
Communication Expenses	1.73	1.95
Software Development	0.99	1.56
Freight & Forwarding	3.03	1.26
Meeting Exps	0.20	0.01
Printing & Stationery	0.76	0.87
Bank Charges	0.31	0.66
Penalty & Demurrage	0.05	0.45
Diminution in Value of Investment	136.46	-
Exchange Fluctuation	7.26	4.11
Loss on sale of Investments	0.15	3.43
Irrecoverable Advances written off	-	5.04
Prior Period Expenses	0.05	-
Miscellaneous expenses *	3.89	4.17
<b>Total</b>	<b>209.87</b>	<b>65.82</b>

\* Includes payment to Auditors

Particulars	Rs in lakh	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Audit Fees	2.20	2.20
Tax Audit Fees	0.20	0.20
Income Tax Matters	-	-
Payment for other services	0.53	0.28
<b>Total</b>	<b>2.93</b>	<b>2.68</b>

31 The Company has considered the possible effects that may result from pandemic relating to COVID-19 on the carrying amount of financial assets including Trade Receivables and inventories. In developing the assumptions relating to the possible future uncertainties in global economic conditions because of the pandemic, the Company as at the date of approval of these financial statement has used internal and external source of information, on the expected future performance of the company.

As The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of potential future impact of COVID 19, the value of Financial assets may be different from that estimated as at the date of approval of these Financial Statements.

**32 EARNING PER SHARE (EPS)**

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year :-

Particulars		Rs in lakh	
		For the year ended 31st March, 2020	For the year ended 31st March, 2019
<b>Basic / Dilutive Earnings Per Share</b>			
Profit after tax as per profit & loss account	(a)	(25.77)	25.60
No. of equity shares		54,65,753	54,65,753
Weighted Average number of equity shares outstanding	(b)	54,65,753	54,65,753
Basic and diluted earnings per share (Rs.)	(a/b)	(0.47)	0.47

**33 Related Party Disclosure:**

Related party disclosures as required by AS - 18 "Related Party Disclosures" are given below:-

**A. Names of related parties & description of relationship****a. Key Management Personnel**

- i) Mrs. Shikha Nanda
- ii) Mr. Vijay Prakash Pathak, whole time director
- iii) Mr. Pabitra Kumar Patra, CFO (since 14.02.2019)
- iv) Mr. Ankur Anand
- v) Mr. Manish Dutta
- vi) Mr. Surender Gupta, Company Secretary
- vii) Mr. Sumeet Nanda, Director in Subsidiary Company
- viii) Mr. Ritesh Kumar Mittal, Director in Subsidiary Company
- ix) Mr. Ratheesh Chettiyam Thodiyil - Director in Subsidiary Company

**b. Relatives of Key Managerial Personnel**

(with whom there is transaction during the year)

- i) Mr. H.C. Nanda (Deceased since 20.12.2015)

**c. Other enterprises**

(with whom there is transaction during the year)

- i) Sunehari Exports (Haridwar) Ltd.
- ii) Berco Engineering Pvt. Ltd.
- iii) The Golden State Capital Pte. Ltd.
- iv) S4 Trading & Investment Pte. Ltd.

**B. Transactions with Related Parties during the year and balances at the end of the year.**

Nature of transaction	Referred to in (a) above		Referred to in (b) above		Referred to in (c) above	
	For the year ended 31.03.2020	For the year ended 31.03.2019	For the year ended 31.03.2020	For the year ended 31.03.2019	For the year ended 31.03.2020	For the year ended 31.03.2019
	Rs in lakh					
Advance Given/ Refunded	0.25	-	-	-	0.05	0.17
Advance Taken/ Received Back	0.25	-	-	-	0.05	0.17
Interest Paid	-	-	-	-	0.91	0.66
Consultancy Income Received	-	-	-	-	112.78	109.62
Remuneration	120.01	110.67	-	-	-	-
Reimbursement of Exps	0.18	0.16	-	-	-	-
Loan Taken	-	-	-	-	2.25	2.70
<b>Balances as at year end</b>						
Debtors	-	-	-	-	55.75	1.52
Investments*	-	-	-	-	5.13	5.13
Unsecured Loans	1.50	1.50	73.56	73.56	14.60	11.53
Other liabilities	59.45	1.11	-	-	-	-
Advances Given	-	-	-	-	90.00	90.00
Advances Taken	-	-	-	-	32.46	32.46

\* Without considering Diminution.

- The above transaction as well as related parties have been identified on the basis of information available with the company and the same has been relied upon by the auditors.

- Names of related parties are given only with whom transactions has been done during the reporting period.

### 34 Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to support its operations. The Company's principal financial assets include investments, loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk and credit risk. The Company's management advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below :

#### i. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, trade payables, deposits and investments.

#### ii. Foreign Currency Risk

The Company made exports sales and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US\$ and SG\$. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not Company's functional currency (INR).

#### (iii) Impact of Covid -19 (Global pandemic)

The Company basis their assessment believes that the probability of the occurrence of their forecasted transactions is not impacted by covid-19 pandemic.

#### (iv) Credit risk

Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

### 35 SEGMENT REPORTING

#### Classification of Segments

The Management monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the financial statements. The Operating segments have been identified on the basis of the nature of the products and services provided.

#### Segment revenue and results

Expenses and Revenue that are directly identifiable with the segments are considered for determining the segment results. Expenses and Revenue which relate to the Company as a whole and not allocable to segments are included under unallocable expenditure and revenue respectively.

#### Segment assets and liabilities

Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities, if any represent the assets and liabilities that relate to the company as a whole and not allocable to any segment.

#### A Primary Segment

The company operates only in three business segments viz. Oral Care Activities, Trading Activities and Real Estate Business Related Activities.

#### For the year ended 31st March, 2020

Particulars	Oral Care Activities	Trading Activities	Real Estate Activities	Unallocated	Total
	Rs in lakh				
Segment Revenue	-	160.93	69.56	131.67	362.16
Segment Results (Profit before exceptional item, interest and Tax)	(21.30)	122.28	(23.45)	(210.20)	(132.68)
Finance Cost	-	-	3.06	2.46	5.53
Other Income	-	3.75	75.29	33.92	112.96
Exceptional Item	-	-	-	-	-
Profit/ (Loss) before Tax	(21.30)	126.04	48.77	(178.75)	(25.25)
Segment Assets	52.43	1,488.73	1,686.69	928.43	4,156.28
Segment Liabilities	249.40	0.72	338.77	456.26	1,045.14

**For the year ended 31st March, 2019**

Particulars	Oral Care Activities	Trading Activities	Real Estate Activities	Unallocated	Total
	Rs in lakh				
Segment Revenue	-	18.62	-	130.65	149.26
Segment Results (Profit before exceptional item, interest and Tax)	(17.82)	8.12	(14.73)	(70.53)	(94.96)
Finance Cost	-	-	2.34	0.62	2.96
Other Income	5.24	4.56	86.37	60.00	156.16
Exceptional Item	-	-	-	-	-
Profit Before Tax	(12.58)	12.67	69.30	(11.15)	58.24
Segment Assets	60.08	1,505.57	2,451.30	925.45	4,942.40
Segment Liabilities	399.48	-	332.79	455.31	1,187.58

**Notes :-**

i) Segment have been identified in accordance with the Accounting Standard on Segment Reporting (Ind AS-108) taking into account the organization structure as well as the different risks and return of these Segments.

**B Secondary Segment**

Segmental Revenue (as per geographical market).

The Company has considered geographical segment as secondary reporting segment for disclosure. For this purpose revenues are bifurcated based on sales in India and outside India.

Particulars	Sales Revenue (Goods & Services)* By Geographical Market		Carrying Amount of Segment Assets		Cost of Acquire ** Fixed Assets	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
	Rs in lakh					
1. Outside India	273.71	128.24	59.67	1.52	-	-
2. In India	88.45	100.86	6.43	2.26	-	-
Total	362.16	229.09	66.11	3.78	-	-

\* Sales are net of returns

\*\* Net of Exchange Fluctuation

**C Inter Segment Sales**

Inter segment sales between operating segments are accounted for at market price. These transactions are eliminated in consolidation.

**36** In the opinion of the management, the Current Assets, Loans and Advances have a value on realization in the ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet. Provision for depreciation and all known liabilities are adequate and are not in excess of what is required.

**37** Figures have been rounded off to the nearest lakhs and have been regrouped/rearranged wherever considered necessary.

**38** 2 subsidiaries of the Company has not carried out any business activity since last few years as such going concern concept vitiated in respect of those subsidiaries. Networth of these subsidiaries has also been eroded. However, management is exploring the possibility to start any viable project in these subsidiaries.

**39** On 06.05.2019 the company has signed legal agreement for renewal of LOA no. 13/02/95-Proj/ dated 19.12.1995 with the Development Commissioner Noida Special Economic Zone (NSEZ) to earn Positive Net Foreign Exchange of Rs. 1847 lakhs by exporting its entire production (including sale of DTA as permissible under the policy) till 14.06.2021. In the event the company is unable to fulfill its export obligation it shall be liable to pay custom/excise duty leviable at the relevant time on the imported/indigenous plant, equipment, raw material component and consumables together with interest and liquidate damages. Earlier LOA no. 04/02/2004-Proj/6523 dated 24.08.2004 stands cancelled vide letter dated 16.04.2019 received from the office of the NSEZ.

**40** The Company had filed on 19.02.2011 the scheme of amalgamation of Dr. Fresh Assets Limited with itself and demerger of Haridwar Unit of the company into Sunehari Exports (Haridwar) Ltd. from 1st April, 2011, which was sanctioned by the Hon'ble High Court of Delhi vide its order dated 29.09.2011. Dr. Fresh Assets Ltd. has been transferred and vested to the company as a going concern w.e.f. 01.04.2011 (the appointed date). To give the effect to the merger the order of the Hon'ble High Court of Delhi filed with the Registrar of Companies NCT of Delhi & Haryana on 16.01.2012 (effective date). And Haridwar Unit of the company has been demerged into Sunehari Exports (Haridwar Ltd.) w.e.f. 01.04.2011 (the appointed date). To give the effect to the demerger the order of the Hon'ble High Court of Delhi filed with the Registrar of Companies NCT of Delhi & Haryana on 13.01.2012 (effective date). Accordingly the scheme has been given effect to in accounts in earlier years. The company received the Notice dated 31.03.2014 from Government of The NCT of Delhi, Office of the Divisional Commissioner, Delhi, to pay the amount of Stamp Duty on the Demerger process. Necessary provision will be made as & when liability determined/crystalised.

41 (i) In accordance with a scheme of amalgamation, which was sanctioned by the Hon'ble High Court of Delhi vide its order dated 08.07.2008, Sunehari Financial Services Pvt. Ltd. has been transferred and vested to Dr. Fresh Assets Ltd. (Formerly known as Sunehari Exports Ltd.) as a going concern w.e.f. 01.04.2007 (the appointed date). The order of the Hon'ble High Court of Delhi filed with the Registrar of Companies NCT of Delhi & Haryana on 03.09.2008 (effective date). Accordingly the scheme has been given effect to in accounts in earlier years.

(ii) Necessary steps and formalities in respect of transfer of properties from erstwhile Sunehari Financial Services Pvt. Ltd. in favour of Dr. Fresh Assets Ltd. (Formerly known as Sunehari Exports Ltd.) are under implementation. Documentations relating to transfer of titles, rights, obligations, liabilities, etc., in favour of Sunehari Exports Ltd. is still in progress. However, these vest in Sunehari Exports Ltd. by operation of statute viz. sections 391 to 392 of the Companies Act, 1956.

42 In earlier years the company as promoter of M/s Sunehari Exports (Haridwar) Ltd. initiated the process of providing exit to the public shareholders ("Exit Offer") of M/s Sunehari Exports (Haridwar) Limited, in terms of Circular No. SEBI/HO/MRD/DSA/CIR/P/2016/110 October 10, 2016 ("Exit Circular"), issued by the Securities and Exchange Board of India ("SEBI").

During the previous year M/s Sunehari Exports (Haridwar) Ltd. has got itself delisted as per letter dated 26.06.2018 received from BSE Limited.

**See accompanying notes to the financial statements**

**As per our report of even date annexed**

**For SURESH KUMAR MITTAL & CO.,**

**Chartered Accountants**

**Reg. No. 500063N**

**For and on behalf of Board of Directors**

Ankur Bagla

**Partner**

**Membership No. -521915**

**UDIN: 20521915AAAAABX1725**

**Place: New Delhi**

**Date : 30.06.2020**

Vijay Prakash Pathak

**Whole Time Director**

**DIN - 07081958**

Ankur Anand

**Director**

**DIN - 00506761**

Pabitra Kumar Patra

**Chief Financial Officer**

Surender Kr. Gupta

**Company Secretary**