

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; Website: www.drfreshassets.com

Notice of the 33rd Annual General Meeting

NOTICE is hereby given that the 33rd Annual General Meeting (AGM) of the Members of Dr Fresh Assets Limited will be held on Saturday, 30th September, 2023 at 5.00 P.M. IST by way of Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses. The venue of the meeting shall be deemed to be registered office of the Company at B-1 /E-24, Mohan Co Operative Industrial Area Mathura Road, New Delhi-110044

ORDINARY BUSINESS

1. To Receive, Consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023, together with the report of the Board of Directors and the Auditors Report thereon
- b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023, together with the report of the Auditor thereon.

- 2. To appoint a Director in place of Mrs Shikha Nanda (DIN 00095106), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.**

SPECIAL BUSINESS

3. To Increase in Remuneration of Mr Vijay Prakash Pathak (DIN: 07081958), Whole Time Director of the Company

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 and the rules made thereunder, read with Schedule V of the Companies Act, 2013, and other applicable provisions, if any, and subject to such other approvals and permissions, as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee in its meeting held on 14th February, 2023; the consent of the Members be and is hereby accorded to revise the remuneration package of Mr Vijay Prakash Pathak (DIN: 07081958), Whole Time Director of the Company with effect from 1st April, 2023, as per the details below:

- a. Maximum upto Rs.1,25,000 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-imbusement 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.

RESOLVED FURTHER THAT Mr Vijay Prakash Pathak, being an executive director in the Company, will not be paid any sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

RESOLVED FURTHER THAT Mr Vijay Prakash Pathak, Whole-time Director, Mrs Shikha Nanda, and Mr Ankur Anand, Directors and Surender Kumar Gupta, Company Secretary of the Company be and are hereby authorized, jointly and/ or severally, to sign and file the necessary form and papers with the Registrar of Companies and other authorities and to take such other steps as may be required in connection with the above.”

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: 3rd September, 2023
Place: New Delhi

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

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts relating to the special business items is annexed hereto.
2. Pursuant to General Circular No. 14/2020 dated 8 April 2020, General Circular No. 17/2020 dated 13 April 2020, General Circular No. 20/2020 dated 5 May 2020, General Circular No. 02/2021 dated 13 January 2021, General Circular No. 21/2021 dated 14 December 2021 and General Circular No. 02/2022 dated 5 May 2022 issued by Ministry of Corporate Affairs (“MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January 2023 issued by the Securities and Exchange Board of India (“SEBI Circulars”), company are allowed to hold AGM through Video Conferencing. The 33rd AGM of the Company is being conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a venue. The deemed venue for the 33rd AGM shall be the Registered Office of the Company.
3. Pursuant to the provisions of the Companies Act, 2013 (“Act”) a Member entitled to attend and vote at the AGM, is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
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. 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 MCA Circulars and SEBI Circulars, 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.
8. In line with the Ministry of Corporate Affairs (MCA) Circular, the Notice calling the AGM along with Annual Report 2022-23 has been uploaded on the website of the Company at www.drfreshassets.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. MSEI Limited at 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.

9. 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 8 April 2020, General Circular No. 17/2020 dated 13 April 2020, General Circular No. 20/2020 dated 5 May 2020, General Circular No. 02/2021 dated 13 January 2021, General Circular No. 21/2021 dated 14 December 2021 and General Circular No. 02/2022 dated 5 May 2022 issued by Ministry of Corporate Affairs.
10. Physical Holding: Member may send an e-mail request to the Company at drfresh@drfreshassets.com or its RTA - Mas Services Ltd at 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 33rd 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.

11. 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:
- 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.

12. 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.
13. 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.
14. 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. 1st 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.
15. 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.
16. 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.
17. 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.
18. 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. Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.
19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
20. **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 FCS 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 :

Commencement of e-voting	From 9.00 a.m. (IST) on Wednesday, 27th September, 2023
End of e-voting	Upto 5.00 p.m. (IST) on Friday, 29th September, 2023

- viii) The cut-off date (i.e. the record date) for the purpose of e-voting is 23rd September, 2023.
- 21. 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 23rd September, 2023.
 - 22. 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.
 - 23. The Scrutinizer's decision on the validity of the vote shall be final and binding.
 - 24. The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.drfreshassets.com) within 48 hours of passing of the resolutions at the AGM and communicated to the Stock Exchange where the Company shares are listed.

25. The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website of the Company www.drfreshassets.com in the `Investor` Section, at the earliest soon after the conclusion of the Meeting.
26. 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.
27. 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 a Whole-time Director of the Company w.e.f. 31st January, 2015 for a period of 5 years and after that re-appointed w.e.f. 1st February 2020.

Since there has been a considerable increase in the duties and responsibilities performed by the Mr Vijay Prakash Pathak, Whole time Director and after considering the prevailing managerial remuneration in industry, the Board of Directors at their meeting held on 14th February, 2023, has approved the proposal to increase the salary of Mr Vijay Prakash Pathak, Whole time Director from the present Rs. 60,000 per month to Rs. 1,25,000 per month w.e.f. 01.04.2023 for the remaining period of his tenure. Except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Whole time Director of the Company as approved earlier, shall remain unchanged.

As the terms for revision in remuneration proposed above are well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not necessary for the above revision in remuneration.

(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 December, 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:		
	Particulars	Financial Year ended	
		31.03.2023	31.03.2022
		(Amount in Rs. lacs)	
	Total Income	404.68	802.24
	Total Expenditure	272.87	410.41
	Profit before tax	131.80	391.82
	Provision for tax	31.59	102.74
	Profit after tax	100.21	289.08
	Paid-up Share Capital	1082.03	543.07
	Reserves and Surplus (excluding revaluation reserve)	3476.31	3758.98
(5)	Export performance and net foreign exchange collaborations	The Company is working in exports business and for the financial year 20222-23 export turnover is Rs. 36.57 lakhs.	
(6)	Foreign investments or collaborators, if any	Nil	

II. INFORMATION ABOUT THE APPOINTEE

(1)	Background details	<p>Mr Vijay Prakash Pathak has been the Director of the Company From 31st January, 2015 and has been appointed as Whole time Director of the Company from 1st February 2015 and after that he re-appointed from 1st February 2020 for the period of 5 years. He is instrumental in the growth of our Company over the years.</p> <p>He is having more than 20 years of experience in industry and Company administration.</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>
(3)	Recognition or awards	<p>Mr Vijay Prakash Pathak is a man of rich experience in dental care products and real estate industry.</p>
(4)	Job profile and his suitability	<p>Mr Vijay Prakash Pathak, being the Whole Time Director of the Company is entrusted with substantial powers in relation to normal business matters.</p>
(5)	Remuneration proposed	<p>a. Maximum upto Rs.1,25,000 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>

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

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

Date: 3rd September, 2023
Place: New Delhi

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

Particulars	Mr Shikha Nanda	Mr Vijay Prakash Pathak
DIN	00095106	07081958
Father's Name	Shri Chander Prakash	Shri Mata Prasad Pathak
Date of Birth	05.08.1974	03.06.1972
Nationality	Indian	Indian
Date of first appointment on the Board of Directors of the Company	13.03.2015	31.01.2015
Address	D-201, Defence Colony, New Delhi, Delhi-110024	House No-452, DDA Janta Flat, Badarpur, New Delhi-110044
Designation	Non- Executive Director	Whole-Time Director
Education	MBA	MBA
Nature of Expertise /Experience	More then 18 years experience as Businesswoman	More then 20 years experience as Businessman
Relationships between the Directors inter-se	Wife of promoter Mr. Sumeet Nanda	NIL
No of Board Meetings attended during the year	4/7	7/7
Terms and conditions of Appointment/Reappointment	Non-Executive Non Independent Director	Whole Time Director
Companies in which holds Directorship	Sunehari Exports (Haridwar) Ltd. Reverse Age Health Services Private Limited	Sunehari Exports (Haridwar) Ltd. DR. Fresh Commercial Land Development private Limited GSC Investors Advisors Private Limited Berco Engineering Pvt Ltd DVA Technologies Private Limited GSC Solar Park Private Limited Hydreq Power India Private Limited
Companies in which holds membership of committees	Nil	Nil
Shareholding in the Company (No. & %)	7,28,680 (6.76%)	Nil
Details of Remuneration sought to be paid	NIL	1,25,000 P.M.
Remuneration last drawn (including sitting fees, if any)	NIL	5,72,400 in FY 2021-22