



DR. FRESH ASSETS LIMITED

(Formerly known as Sunehari Exports Limited)
Regd. Off. : B-1/E-24, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044
Phone : 91-11-41679238 Fax : 91-11-26940969
E-mail : sunehari@sunehari.com website : www.drfreshassets.com
CIN : L74899DL1990PLC042302

May 30, 2023

To,
Metropolitan Stock Exchange of India Limited
Building A, Unit-205(A), 2nd floor,
Piramal Agastya Corporate Park,
Kamani Junction, LBS Road, Kurla (West),
Mumbai – 400 070

Ref: Symbol: DRFRESH

Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2023

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, Please find the enclosed herewith the Annual Secretarial Compliance Report of M/s Dr Fresh Assets Limited ("Company") issued by Mr. Debabrata Deb Nath, Practicing Company Secretary, R & D, Company Secretaries (for the financial year 2022-23)

Please take the same on your record.

Yours faithfully,
For Dr Fresh Assets Ltd

Vijay Prakash Pathak
Whole Time Director
DIN: 07081958



Encl:a/a

R & D

COMPANY SECRETARIES

Annual Secretarial Compliance Report of Dr Fresh Assets Limited
For the financial year ended 31st March, 2023
(Pursuant to regulation 24A of the Securities and Exchange Board of India (Listing
Obligation and Disclosure Requirement) Regulation, 2015)

To,

Dr Fresh Assets Limited

B 1 /E -24 Mohan Co Operative Indl. Area,
Mathura Road, Delhi-110044

We, R & D Company Secretaries, a Practicing Company Secretaries Firm, having office at 785, Pocket-E, Mayur Vihar-II, Delhi-110091, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Dr Fresh Assets Limited bearing Corporate Identity Number: L74899DL1990PLC042302 (hereinafter referred as 'the listed entity'), having its Registered Office at B 1 /E -24 Mohan Co Operative Indl. Area, Mathura Road, Delhi-110044. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, R & D Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by **Dr Fresh Assets Limited** ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations including amendment thereof, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendment thereof;



- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the listed entity during the review period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the listed entity during the review period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the listed entity during the review period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the listed entity during the review period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;

and circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period:

I.(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S r. No	Compliance Requirement (Regulation / Circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1.	Contravention of Regulation 31(2) of SEBI (LODR) Regulation, 2015	Regulation 31(2) of SEBI (LODR) Regulations, 2015	Promoter & non-promoter shareholder of the Company are not held 100% in dematerialized	MSEI Limited	Reminder Sent by MSEI	100% promoters holding are not in Demat mode	NIL	100% promoters holding are not in Demat mode. However, it is in the process of demat	In the process of demat	



			ed form							
2.	Company has not framed RPT policy in accordance with the Regulation 23(1) of SEBI LODR, 2015	Regulation 23(1) of SEBI LODR, 2015	Company has framed the policy	MSEI Limited	Reminder Sent by MSEI	The Company has not framed RPT policy	NIL	The Company has RPT policy approved by the Board of Directors and the same was now been available on website of the Company	The Company has RPT policy approved by the Board of Directors and the same was now been available on website of the Company	

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulation / Circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1.	Contravention of Regulation 23(9) of SEBI (LODR) Regulations, 2015	23 (9)	NA	MSEI	Fine levied	Fine levied amounting Rs. 2,60,000 (excluding GST)	Rs. 2,60,000 (excluding GST)	Company has deposited the fees.	Company has deposited the fees.	
2.	Contravention of Regulation 34 of SEBI (LODR) Regulations, 2015	34	NA	MSEI	Fine levied	Fine levied by the Stock Exchange amounting Rs.2000 (excluding GST)	Rs.2000 (excluding GST)	Company has deposited the fees.	Company has deposited the fees.	



II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019.

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS
1.	Compliances with the following conditions while appointing/re-		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review /audit report for such quarter; or	NA	
	ii. If the auditor has resigned after 45 days from the end of quarter of a financial year, the auditor before such resignation, has issued the limited review/ Audit report for such quarter as well as the next quarter; or	NA	No appointment or Re-appointment during the period under review.
	iii. If the auditor has signed the limited review /audit report for the first three quarter of a financial year, the auditor before such resignation has issued the limited review / audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	

2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concern by auditor with respect to the listed entities/its material subsidiary to the audit committee.		
	a. In case of any concern with the management of the listed entity /material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the chairman of the audit committee of the listed entity and the audit committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meeting.	NA	No Such resignation during the period under review.
	b. In case the auditor proposes to resign, all concerns with respect to	NA	



	<p>the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee/ Board of directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	No Such Resignation during the period under review.

III. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observation/ Remarks by PCS
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	



2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI 	Yes	
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes Yes Yes	
4.	<u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes Yes	
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	



7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee, in case no prior approval has been obtained.	Yes NA	Since, all Related party transactions were entered after obtaining prior approval of audit committee point (b) is not applicable
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**)	No	No action taken by the SEBI or any Stock Exchange against the Company its promoters/ directors/ subsidiaries
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc.	NA	No additional non-compliances observed for SEBI regulation/ circular/guidance note etc.



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For R&D

Company Secretaries

**NEW
DELHI**

Debabrata Deb Nath

Partner

FCS No.: 7775; CP No. : 8612

Peer Review Certificate No. 1403/2021

UDIN: F007775E000420187

Place: Delhi

Date: 30.05.2023