



# 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, 26940969

E-mail: drfresh@drfreshassets.com website: www.drfreshassets.com

CIN: L74899DL1990PLC042302

**May 30, 2024**

**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, 2024**

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 2023-24).

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 31<sup>st</sup> March, 2024**  
(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 31<sup>st</sup> March, 2024 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 31<sup>st</sup> March, 2024 ("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;
- (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. N o	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 form	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	





(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 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 form	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	
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	





(c) 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.	<b><u>Secretarial Standards:</u></b> The compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2.	<b><u>Adoption and timely updation of the Policies:</u></b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Listed Entity</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/ guidelines issued by SEBI</li> </ul>	Yes  Yes	None
3.	<b><u>Maintenance and disclosures on Website:</u></b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>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</li> </ul>	Yes  Yes  Yes	None
4.	<b><u>Disqualification of Director:</u></b> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	<b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b> <ul style="list-style-type: none"> <li>a. Identification of material subsidiary companies</li> <li>b. Disclosure requirement of material as well as other subsidiaries</li> </ul>	Yes  Yes	None





6.	<b><u>Preservation of Documents:</u></b> 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	None
7.	<b><u>Performance Evaluation:</u></b> 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	None
8.	<b><u>Related Party Transactions:</u></b> 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.	<b><u>Disclosure of events or information:</u></b> 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	None
10.	<b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b> 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 (**)	Yes	No action taken by the SEBI or any Stock Exchange against the Company its promoters/ directors/ subsidiaries





12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	
13.	<b>Additional non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	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**



**Debabrata Deb Nath  
Partner**

**FCS No.: 7775; CP No. : 8612  
Peer Review Certificate No. 1403/2021  
UDIN: F007775F000490235**

**Place: Delhi  
Date: 29.05.2024**