

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; E-mail: drfresh@drfreshassets.com; Website: www.drfreshassets.com

Notice of the 34th Annual General Meeting

NOTICE is hereby given that the 34th Annual General Meeting (AGM) of the Members of Dr Fresh Assets Limited will be held on Sunday, 29th September, 2024 at 11.30 A.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 the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024, together with the report of the Board of Directors and the Auditors Report thereon
2. To appoint a Director in place of Mr Vijay Prakash Pathak (DIN 07081958), 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 Re-appoint Mr Vijay Prakash Pathak (DIN: 07081958) as 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 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 1st day of February, 2025 on the following remuneration:

- 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.

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: 20th August, 2024
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 34th 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 34th 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 2023-24 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. 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 34th 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.

10. 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.
11. 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.

12. 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.
13. 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.
14. 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.
15. 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.
16. 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.
17. 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.
18. 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.
19. **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 Thursday, 26th September, 2024 |
| End of e-voting | Upto 5.00 p.m. (IST) on Saturday, 28th September, 2024 |

- viii) The cut-off date (i.e. the record date) for the purpose of e-voting is 22nd September, 2024.
20. 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 22nd September, 2024.
 21. 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.
 22. The Scrutinizer's decision on the validity of the vote shall be final and binding.
 23. 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.
 24. 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.
 25. 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.

26. 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. 1st February, 2020 for a period of five years. His term as the Whole Time Director of the Company will expire on 31st January, 2025.

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 recommend his re-appointment as Whole Time Director of the Company for a further period of five years w.e.f. 1st February, 2025.

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:

| | | | |
|-----|---|---|-------------------|
| (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 | |
| | | 31.03.2024 | 31.03.2023 |
| | | (Amount in Rs. lacs) | |
| | Total Income | 505.21 | 404.68 |
| | Total Expenditure | 289.39 | 272.87 |
| | Profit before tax | 215.83 | 131.80 |
| | Provision for tax | 45.94 | 31.59 |
| | Profit after tax | 169.89 | 100.21 |
| | Paid-up Share Capital | 1082.03 | 1082.03 |
| | Reserves and Surplus (excluding revaluation reserve) | 4,207.86 | 3476.31 |

| | | |
|-----|--|---|
| (5) | Export performance and net foreign exchange collaborations | The Company is working in exports business and for the financial year 2023-24 export turnover is Rs. 39.62 lakhs. |
| (6) | Foreign investments or collaborators, if any | Nil |

II. INFORMATION ABOUT THE APPOINTEE

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|-----|--|---|
| (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.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> |
| (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 | There is no change the remuneration. |
| (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 | There is no relation with any other managerial personnel. |

| | | |
|--|--|--|
| | relationship with the managerial personnel, if any | |
|--|--|--|

III. OTHER INFORMATION

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| (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: 20th August, 2024
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

| Particulars | Mr Vijay Prakash Pathak |
|--|---|
| 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 | MBA |
| Nature of Expertise /Experience | More then 20 years experience as Businessman |
| Relationships between the Directors inter-se | NIL |
| No of Board Meetings attended during the year | 7/7 |
| Terms and conditions of Appointment/Reappointment | Whole Time Director |
| Companies in which holds Directorship | Sunehari Exports (Haridwar) Ltd. DR. Fresh Commercial Land Development private Limited GSC Investors Advisors Private Limited Berco Engineering Pvt Ltd DVA Technologies Private Limited Cressida Real Estate Private Limited GSC Solar Park Private Limited Hydreq Power India Private Limited S5 Property Private Limited |
| Companies in which holds membership of committees | Nil |
| Shareholding in the Company (No. & %) | Nil |
| Details of Remuneration sought to be paid | 1,25,000 P.M. |
| Remuneration last drawn (including sitting fees, if any) | 1,25,000 P.M. |