

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

Notice is hereby given that the 29th Annual General Meeting of the Members of Dr Fresh Assets Limited will be held on Monday, 30th September, 2019 at 10.00 A.M. at the Registered Office of the Company at B-1/E- 24, Mohan Co-operative Industrial Area, Mathura Road, New Delhi- 110 044 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2019, 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 Mrs Shikha Nanda (DIN 00095106), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

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

“Resolved that pursuant to the provisions of Section 13 of the Companies Act, 2013 and other applicable provisions, if any, and subject to the approval of Registrar of Companies and other competent authorities, if required, consent of the members be and is hereby given for alteration of Clause III (A) of the Object clause of the Memorandum of Association of the Company by inserting new sub-clauses immediately after the existing sub-clause 2:

3. *To purchase, acquire, sell, lease, exchange, hire, let, sub-let, dispose off or otherwise deal in real estates, land, buildings, civil works, moveable and immovable properties of any tenure or description either as owner or on collaborations or joint ventures or otherwise acquire any interest in the same; to acquire membership of group housing societies; and to erect, construct, build, demolish, fabricate, execute, carry out, improve, work, develop and enlarge, rebuild, furnish, fabricate, manage or control in India or abroad on any land or immovable property and conveniences of all kinds, including turnkey jobs, railway, tramways, speedways, runways, roads, aerodromes, airways, theaters, cinema halls, multiplexes, Group Housing Complexes, Commercial Complexes, roads, highways, hotels, restaurants, amusement parks and places of entertainment, piers, wavers, dams, garages, reservoirs, embankments, canals, irrigations, power houses, transmission lines, reclamation, improvements, sewage, drainage, sanitary work or other civil works.*
4. *To carry on the business as civil contractors and engineers, builders, colonizers, town planners, real estate developers, land developers, land scapers, estate*

agents, architect, interior decorators, real estate consultants and to otherwise deal in all kind of real estate business.

Resolved further that pursuant to the provisions of Section 13 of the Companies Act, 2013 and other applicable provisions, if any, and subject to the approval of Registrar of Companies and other competent authorities, if required, consent of the members be and is hereby given for alteration of the heading of Sub-clause (B) of Clause III of the Object clause of the Memorandum of Association of the Company by replacing the existing with the following new heading:

“(B) THE MATTERS CONSIDERED NECESSARY IN FURTHERENCE OF THE MAIN OBJECTS STATED IN CLAUSE (A) ABOVE:”

Resolved further that pursuant to the provisions of Section 13 of the Companies Act, 2013 and other applicable provisions, if any, and subject to the approval of Registrar of Companies and other competent authorities, if required, consent of the members be and is hereby given for deletion of Sub-clause (C) of Clause III of the Object clause of the Memorandum of Association of the Company.

Resolved further that the Board of Directors of the Company be and is hereby authorized to agree to such changes/modifications as may be suggested by the Registrar of Companies or other competent authority or that may otherwise deem fit by the Board and to take such other steps as may be required to give effect to this resolution.

Resolved further that the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to aforesaid resolution without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by authority of 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: 14th August, 2019
Place: New Delhi

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

NOTES

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF ANNUAL GENERAL MEETING.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.
5. The Share Transfer Books and Register of Members of the Company will remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive).
6. 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 –
7. II, New Delhi – 110 020; 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.

8. 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.
9. The shares of the Company are under compulsory Demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience purpose.
10. In accordance with section 20 of the Companies Act, 2013 service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report for the year ended March 31, 2018 has been sent to all the members whose email address(es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in terms of SEBI Circular No. CIR/CFD/DIL/7/2011 dated 05.10.2011 the hard copies of Annual Report have been sent to all other members who have not registered their email address(es). Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to do the same at the earliest by submitting duly filled in "e-Communication Registration Form" (available on our website "www.drfrshassets.com" in Investor Relation) to the Company/RTA. Members can also submit their form along with Attendance Slip at the Registration Counter at AGM. Members holding shares in dematerialized form are requested to register their email address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost. The Notice of the 29th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.drfrshassets.com for download by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.
11. The Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip duly completed and signed, for admission to the meeting hall. However, in case of non-receipt of Notice of Annual General Meeting, members are requested to write to the Company at its registered office for issuing the duplicate of the same or download the same from Company's website www.drfrshassets.com.

12. In case you have any query relating to the enclosed Annual Accounts you are requested to send the same to the Company Secretary at the Registered Office of the Company at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready for replying at the meeting.
13. The information required to be provided under the Listing Regulations entered into by the Company with the Stock Exchanges regarding the Directors proposed to be reappointed are provided in the Report on Corporate Governance forming part of the Annual Report.
14. 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. Directors seeking reappointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.
15. All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 am to 1.00 pm up to the date of Annual General Meeting. The Register of Directors' and Key Managerial Personnel & their Shareholding and the Register of Contracts & Arrangements in which directors are interested shall be open for inspection at the meeting to any person having right to attend the meeting.
16. As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting.
17. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
18. Voting through electronic means:
 - i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions 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 e-voting facilities.
 - iii) The Board of Directors have appointed Mr Debabrata Deb Nath, Company Secretary in Whole Time Practice, 785, Pocket-E, Mayur Vihar-II, Delhi-110 091 as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
 - iv) Members are requested to carefully read the instructions for e-voting before casting their vote.
 - v) 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 Friday, 27 th September, 2019
End of e-voting	Upto 5.00 p.m. (IST) on Sunday, 29 th September, 2019

- vi) The cut-off date (i.e. the record date) for the purpose of e-voting is Monday, 23rd September, 2019.
- vii) Declaration of Result of e-voting:
- a) 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 (i.e. the record date).
 - b) The Scrutinizer shall immediately after the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - c) The Scrutinizer's decision on the validity of the vote shall be final and binding.
 - d) The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
 - e) The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.drfreshassets.com) within 48 hours from passing of the resolutions at the AGM and communicated to the Stock Exchanges where the Company shares are listed.
- viii) The procedure and instructions for e-voting are given separately with this Annual Report.

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

Item No. 1

The Company was incorporated with the object of manufacturing of tooth brush and oral care products. Presently, the Company is also doing business in real estate which are earlier in "Other Object Clause" of Memorandum of Association, commencement of which was made under Section 149(2A) of the erstwhile Companies Act, 1956. However, the provisions of Companies Act, 2013 deleted the other object clause of Memorandum of Association.

Accordingly, it proposes to change the Objects Clause of the Memorandum of Association by inserting the appropriate clauses under the Main Object Clause of the Memorandum of Association of the Company.

Certain other alteration in the Object Clause is also proposed to align the same with the amended provisions of the Companies Act, 2013.

The Directors recommend and place before you the proposed resolution for your consideration and approval as Special Resolution.

None of the Directors, Key Managerial Personnel and relatives of Directors and Key Managerial Personnel may be deemed to be interested in the proposed 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: 14th August, 2019
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	Mrs. Shikha Nanda
DIN	00095106
Father's Name	Shri Chander Prakash
Date of Birth	05.08.1974
Nationality	Indian
Date of first appointment on the Board of Directors of the Company	13.03.2015
Address	D-201, Defence Colony New Delhi-110024
Designation	Non-Executive Director
Education	MBA
Nature of Expertise /Experience	More than 14 years experience as Businesswoman
Relationships between the Directors inter-se	NIL
No of Board Meetings attended during the year	1/5
Terms and conditions of Appointment/Reappointment	Non-Executive Promoter Director without any remuneration and fixed tenure
Companies in which holds Directorship*	Sunehari Exports (Haridwar) Ltd Dr Fresh Commercial Land Development Ltd Reverse Age Health Services Pvt Ltd
Companies in which holds membership of committees	Nil
Shareholding in the Company (No. & %)	3,64,340 (6.76%)
Details of Remuneration sought to be paid	Nil
Remuneration last drawn (including sitting fees, if any)	Nil

DR FRESH ASSETS LIMITED

CIN: L74899DL1990PLC042302

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

ATTENDANCE SLIP

(Annual General Meeting): Monday, 30th September, 2019 at 10:00 A.M.
(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

Date:		Time :	
Place:			

Signature of the Shareholder/ Proxy/Representative present	
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Regd. Folio (If not dematerialized)		DP ID & Client ID (If dematerialized)	
Name of the Shareholder			
Number of Shares			

Road MAP to the Venue of AGM



**Form No. MGT-11
Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L74899DL1990PLC042302
Name of the company:	Dr. Fresh Assets Ltd
Registered office:	B 1 /E -24, Mohan Co-Operative Indl Area, Mathura Road New Delhi 110044
Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name: Address:
..... E-mail Id:

Signature:....., or failing him

2. Name: Address:
..... E-mail Id:

Signature:....., or failing him

3. Name: Address:
..... E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual general meeting of the company, to be held on the Monday, 30th September, 2019 at 10.00 A.M. at B 1 /E -24, Mohan Co-Operative Indl Area, Mathura Road, New Delhi 110044 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2019, 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 Mrs Shikha Nanda (DIN 00095106), who retires by rotation and being eligible, offers herself for re-appointment.
3. To re-appoint Mr Ankur Anand (00506761) as Independent Director for a fresh term of 5 years.
4. To re-appoint Mr Manish Dutta (00150043) as Independent Director for a fresh term of 5 years.

Signed this day of 20.....

Signature of Shareholder.....



Signature of Proxy holder(s).....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Form No. MGT-12

Polling Paper

*[Pursuant to section 109(5) of the Companies Act, 2013 and
Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

Name of the Company: **Dr Fresh Assets Ltd**

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

BALLOT PAPER

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or

Sl No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

dissent to the said resolution in the following manner: Tick (√) on the appropriate box.

Sl. No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2019, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.(Ordinary Resolution)			
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. (Ordinary Resolution)			
3.	To alter the object clause of the Memorandum of Association (Special Resolution)			

Date:

Place:

Signature of the Shareholder