



DR. FRESH ASSETS LIMITED

Regd. Off. :B-1/E-24, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044

Phone:91-11-41679238

Email:drfresh@drfreshassets.com; website: www.drfreshassets.com

CIN : L74899DL1990PLC042302

19th June, 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, Maharashtra

Ref: Symbol: DRFRESH

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of Postal Ballot dated 18th June, 2024 along with the explanatory statement thereto, for seeking approval of Members of the Company by way of postal ballot through electronic means ("remote e--voting") only, on the following resolutions: -

Item No.	Agenda	Resolution Type
1.	Approval of Re-classification of Shareholding from "Promoter and Promoter Group Category" to "Public Category"	Ordinary Resolution
2	To appoint Mr. Sanjiv Kohli (DIN: 07420408) as an Independent Director of the Company for a term of 5 (five) years	Ordinary Resolution

In accordance with the applicable laws and circulars issued by Ministry of Corporate Affairs, the Postal Ballot Notice and instructions for remote e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/Depositories/Registrar and Share Transfer Agent ("RTA") as on the cut-off date, i.e., of Friday, 14th June, 2024. The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to all its members.

The e-voting period will commence from Thursday, 20th June, 2024 at 09.00 a.m. (IST) and will ends on Friday, 19th July, 2024 at 05.00 p.m. (IST). The results of Postal Ballot will be declared on or before Friday, 19th July, 2024.

The Postal Ballot Notice has been made available on the website of the Company at [Investors – Dr. Fresh \(drfreshassets.com\)](http://Investors-Dr.Fresh(drfreshassets.com)) and on the website of remote e-voting service providing agency viz., NSDL at www.evoting.nsd.com.

This is for your information and records.

Yours faithfully,

For Dr Fresh Assets Ltd

Vijay Prakash Pathak

Whole Time Director

DIN: 07081958

Encl: a/a

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 POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration Rules, 2014)]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendments or re-enactment thereof for the time being in force), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws and regulations read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated September 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and Secretarial Standard – 2 on General Meetings ("SS – 2") issued by the Institute of Company Secretaries of India, and other applicable laws and regulations, if any, to pass the Resolutions appended below by way of postal ballot ('Postal Ballot') or, alternatively, through the electronic voting (e-voting) facility offered by the Company in this regard.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice. The Postal Ballot Notice is also available on the website of the Company www.drfreshassets.com.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Management Rules, 2014, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, this notice for postal ballot ("Postal Ballot Notice") is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ the Company's Registrar and Share Transfer Agent or the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together referred to as "Depositories")/ their depository participant. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The Company has engaged the services of NSDL, for providing e-voting facilities in a secure manner

Accordingly, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Form(s) and pre-paid business reply envelope will NOT be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company in its Meeting held on 18th June, 2024 had appointed Mr. Debabrata Deb Nath, (FCS No.: 7775; CP No.: 8612) Partner, R&D Company Secretaries, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair & transparent manner.

Further, the Company, in accordance with the provision of Section 108 of the Act, read with the Rules and Regulation 44 of the Listing Regulations, is pleased to provide the Member with the facility to exercise their Right to Vote Electronically, i.e. through remote e-voting facilities provided by National Securities Depositories Limited (“NSDL”). Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instruction in the section 'Voting through Electronic means'. The voting period shall commence from Thursday, 20th June, 2024 at 09.00 AM (IST) and will end on Friday, 19th July, 2024 at 05.00 PM (IST).

The Scrutinizer will submit his report to the Chairman after the completion of the scrutiny of the votes cast through remote e-voting. The result of the postal ballot would be announced by the Chairman of the Company. The results of the Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting.

In addition to the Results of voting along with the Scrutinizer’s report shall also be communicated to Metropolitan Stock Exchange of India Limited, will be placed on Company’s website i.e. www.drffreshassets.com and the website of NSDL i.e. www.evoting.nsdl.com. The results along with the Scrutinizer’s report shall also be displayed on the notice board at the Company’s Registered Office at New Delhi.

The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. Friday, 19th July, 2024. Further, Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

SPECIAL BUSINESSES

ITEM NO. 1: Approval of Re-classification of Shareholding from “Promoter and Promoter Group Category” to “Public Category”

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“Resolved That pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to approval from Metropolitan Stock Exchange of India Limited (“Stock Exchanges”) and such other authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or

re-enactments thereof for the time being in force), consent of the members of the Company be and is hereby accorded to re-classify the shareholding of following person(s)/entity(ies) from “Promoter & Promoter Group Category” to “Public Category” and/or remove their names from “Promoter & Promoter Group Category” of the Company:

S.No.	Name of Member	No. of Shares	% of Total Paid up Capital
1	Mr. Anish Nanda	14,156	0.13 %
2	Ms. Neelam Nanda	16	0.00%
Total		14,172	0.13%

Resolved Further That the above applicants confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that post re-classification from “Promoter and Promoter Group” to “Public”, shall continue to comply with conditions mentioned Regulation 31A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Resolved Further That increase in the level of public shareholding pursuant to Re-classification/Removal of names of promoters shall not be counted towards achieving compliance with minimum public shareholding requirements under rule 19A of the Securities Contracts (Regulation) Rules, 1957 and the provisions of Regulation 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Resolved Further That on approval of the SEBI/Stock Exchanges upon application for re-classification of the aforementioned Applicants, the Company shall effect such reclassification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in compliance to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions, if any.

Resolved Further That the Board of Directors of the Company be and are hereby severally and jointly authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all applications, documents, writings and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

ITEM NO. 2: To appoint Mr. Sanjiv Kohli (DIN: 07420408) as an Independent Director of the Company for a term of 5 (five) years

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“Resolved That pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules

framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and Articles of Association of the Company and on the basis of approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sanjiv Kohli (DIN: 07420408), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 20th April, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 20th April, 2024 upto 19th March, 2029.

Resolved Further That the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**For and on behalf of
Dr. Fresh Assets Limited**

Date: 18th June, 2024
Place: New Delhi

**-Sd-
Vijay Prakash Pathak
Whole-time Director
DIN: 07081958**

NOTES:

1. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, setting out the material facts and reasons for the proposed Resolutions above, are appended herein below for your consideration.
2. In compliance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021 and other applicable circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as “Circulars”), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
3. The Postal Ballot Notice is being sent only in electronic form to the Members who have registered their email address with the Company/Registrar and Transfer Agent of the Company (in case of physical shareholding) i.e. with Mas Services Limited (“RTA”) or with Depository Participants. The Voting rights shall be reckoned on the paid-up value of shares registered in the Register of Member/beneficial owner as on **cut-off date** i.e. Friday, 14th June, 2024.
4. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to the shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through e-Voting only. Therefore, those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure mentioned below:
 - i. In light of the MCA Circulars, for remote e-voting for this Postal Ballot, the Members whether holding equity shares in demat form or physical form and who have not registered their email addresses and in consequence to whom the remote e-voting notice could not be serviced, may get their e-mail addresses registered with the Company's RTA and follow the registration process as guided thereafter. Post successful registration of the e-mail address, the shareholder would get soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this Postal Ballot.
 - ii. It is clarified that for permanent registration of e-mail address, the Members are however requested to register their email address, in respect of electronic holdings with the depository through the concern depository participants and in respect of physical holdings with the Company's RTA, by following the due procedure.
 - iii. Those Members who have already registered their e-mail address are requested to keep their email addresses validated with their depository participants/the Company's RTA to enable servicing of notices/documents/annual Reports electronically to their e-mail address.
5. Resolutions, if passed by Members with requisite majority through Postal Ballot, shall be deemed to have been passed on the last date of Remote e-voting i.e. Friday, 19th July, 2024, as if the same have been passed at a General Meeting of the Members.

6. The Voting rights shall be reckoned on the paid-up value of shares registered in the Register of Member/beneficial owner as on cut-off date i.e. Friday, 14th June, 2024. The voting rights of shareholder(s) for e-Voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to vote through e-Voting. Any person who is not a shareholder as on the cut-off date should treat this notice for information purpose only.
7. The e-voting commences on Thursday, 20th June, 2024 (09:00 A.M. IST) and ends on Friday, 19th July, 2024 (05:00 P.M. IST) both days inclusive. E-voting shall be disabled by NSDL at 05:00 P.M. on 19th July, 2024. During this period, the Members of the Company holding equity shares either in physical form or dematerialized form, as on Friday, 14th June, 2024 (“cut-off date”), may cast their Vote electronically. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
8. For any query connected with the Resolutions proposed to be passed by means of Postal Ballot through Remote e-voting, Members may contact Company's Registrar & Share Transfer Agent (RTA), Mas Services Limited, Mr. Shravan Mangla, Tel.No.011-26387281/ 82/83, Fax No.011-26387384, email:mas_serv@yahoo.com or on Company's email at drfresh@drfreshassets.com or call at 91-11-41679238, Address: B-1/E-24 Mohan Co-operative Industrial Area, Mathura Road New Delhi- 110 044
9. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be published through an advertisement in one Regional Newspaper, widely circulated in National Capital Territory of Delhi and one English Newspaper circulated throughout India and shall be hosted at the Company's website at www.drfreshassets.com. The said public notice shall also mention the process for registration of email-ids by those Members who have not yet registered their email-ids with the Company.
10. The documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 are uploaded on the website of the Company at www.drfreshassets.com to facilitate online inspection till the last date of Remote e-voting. The documents shall also be available for inspection at the Registered Office between 03.00 P.M. to 05.00 P.M. on all days except for Saturday and Sunday till the last date of Remote e-voting. Members who wish to inspect the documents are requested to send an email to drfresh@drfreshassets.com mentioning their name, Folio No. /Client ID and DP ID, and the documents they wish to inspect in this regard.
11. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members. The instructions for Members for remote e-voting electronically are as follows:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote

through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at Landline Numbers - 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 123026 then user ID is 123026001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your

- ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and who’s voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who

are authorized to vote, to the Scrutinizer by e-mail to rndregular@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "**Upload Board Resolution/Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022-48867000 and 022-24997000 or send request to Ms. Snehal Bhame, Asst. Manager, National Securities Depository Limited at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to drfresh@drfreshassets.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested Scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to drfresh@drfreshassets.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. In terms of Listing Regulations, securities of the listed companies can only be transferred in dematerialized form with effect from 1st April, 2019 and as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, listed companies shall issue securities in dematerialized form only in case of investor service request for matters specified in this circular. In view of the same, shareholders are advised to dematerialize shares held by them in physical form.
6. If you have any queries or issues regarding e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.com or contact at +91-022 - 4886 7000, 022 - 2499 7000.

7. All grievances connected with the facility for voting by electronic means may be addressed to Ms. Snehal Bhame, Asst. Manager, National Securities Depository Limited, (NSDL) at the designated email id –evoting@nsdl.com.

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 1

The Company had received request letters from the following persons mentioned below belonging to the promoter and promoter group of the Company for re-classification of their shareholding from the ‘promoter and promoter group’ category to ‘public’ category in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), hereinafter individually and jointly referred to as the “Applicants”:

S.No.	Name of Member	No. of Shares	% of Total Paid up Capital
1	Mr. Anish Nanda	14,156	0.13 %
2	Ms. Neelam Nanda	16	0.00%
Total		14,172	0.13%

Pursuant to the provisions of Regulation 31A (3)(b) of the Listing Regulations, the aforesaid promoters, have confirmed that each of them along with the persons related to them:

- a. do not, together, hold more than 10% of the voting rights in the Company;
- b. do not exercise control over the affairs of the Company directly or indirectly;
- c. do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- d. are not represented on the Board (including not having a nominee director) of the Company;
- e. are not acting as Key Managerial Personnel in the Company;
- f. are not ‘wilful defaulter’ as per the Reserve Bank of India Guidelines; and
- g. are not fugitive economic offenders.

Further, the promoters seeking re-classification have also affirmed to comply with the conditions prescribed in Regulation 31A of Listing Regulations, at all times. In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, the Board of Directors of the Company had analysed each requests in accordance with Regulation 31A of Listing Regulations. Accordingly, after detailed discussion and on the basis of the rationale and the confirmation provided by Applicants in their respective request letters, the Board of Directors of the Company in their meeting held on 18th June, 2024, have given their views and approved the applications to re-classify shareholding from “Promoter & Promoter Group Category” to “Public Category” and/or Remove the Names from “Promoter & Promoter Group Category” of the Company based on request letters received from applicants, subject to the approval of members of the Company, SEBI, Stock Exchanges and such other appropriate statutory authorities approvals as may be necessary in this regard.

As on date of this Notice, the Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations, does not have

trading in its shares suspended by the Stock Exchange(s) and does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchange(s) or the depositories(s).

In accordance with Regulation 31A (3) of the Listing Regulations, the reclassification of status of a shareholder holding more than one percent of the total voting rights in the Company, from the 'promoter and promoter group' category to the 'public' category, inter alia requires approval of the members of the Company by way of an ordinary resolution. Therefore, the Board of Directors of the Company recommends the resolution as set out in the Notice for the approval of the members of the Company as an ordinary resolution.

Further, the promoter/promoter group seeking reclassification and persons related to them shall not vote to approve such reclassification request.

Except Ms Shikha Nanda, none of the directors or key managerial personnel of the Company or their relatives, are in anyway concerned or interested in the proposed resolution as set out in the Notice.

ITEM NO. 2

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), the Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their meeting held on 10th April, 2024 appointed Mr. Sanjiv Kohli (DIN: 07420408), as an Additional Director in the category of Independent Director of the Company for a period of five consecutive years with effect from 20th April, 2024 under Section 149, 150, 152 and 161 read with Schedule IV of the Act, not liable to retire by rotation, subject to the approval of the members of the Company.

The Company has received requisite disclosures/declarations from Mr. Sanjiv Kohli (DIN: 07420408):

- a. Consent to act as Director of the Company, in Form DIR-2, in terms of Section 152 of the Act,
- b. Declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act,
- c. Declaration that he meets the criteria of independence prescribed under the Act and the Listing Regulations,
- d. Declaration that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority,
- e. Confirmation that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director of the Company,
- f. A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

Mr. Sanjiv Kohli (DIN: 07420408) has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Sanjiv Kohli (DIN: 07420408) is a holder of Bachelor's degree in commerce from Delhi University and he is Chartered Accountant by profession. He has a 35 Years of Diverse Experience in corporate Sector and has gained expertise in Finance, Taxation, and corporate law and business strategy and project consultancy.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of members for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a special resolution. Accordingly, it is proposed to seek approval of members of the Company by way of an Ordinary Resolution for appointment of Mr. Sanjiv Kohli (DIN: 07420408) as an Independent Director on the Board of Directors of the Company to hold office for a period of 5 (five) consecutive years from 20th April, 2024 to 19th March, 2029, not liable to retire by rotation.

For appointment of Mr. Sanjiv Kohli (DIN: 07420408) on the Board, the Nomination and Remuneration Committee took into consideration his rich and varied experience. Further, the Nomination and Remuneration Committee also noted that skills, expertise and competencies possessed by Mr. Sanjiv Kohli were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company.

In the opinion of the Nomination and Remuneration Committee and Board, Mr. Sanjiv Kohli fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board is of the view that, given the knowledge and rich experience of Mr. Sanjiv Kohli, his appointment will be of immense benefit and in the best interest of the Company.

The Board recommends passing of the Ordinary resolution as set out in Item No. 2 of this Notice, for approval by the Members of the Company.

The letter of appointment of Mr. Sanjiv Kohli setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to drfresh@drfreshassets.com.

Brief Profile of Mr. Sanjiv Kohli and information in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards on General Meetings is mentioned in the annexure which forms part of this notice.

Except Mr. Sanjiv Kohli and his relatives, none of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

**For and on behalf of
Dr. Fresh Assets Limited**

Date: 18th June, 2024
Place: New Delhi

**-Sd-
Vijay Prakash Pathak
Whole-time Director
DIN: 07081958**

**ANNEXURE TO NOTICE
DISCLOSURE REGARDING APPOINTMENT & RE-APPOINTMENT OF
DIRCETORS
[Pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standards - 2
on General Meetings]**

Particulars	SANJIV KOHLI
Director Identification Number (DIN)	07420408
Father's Name	Late D.V. Kohli
Date of Birth/ (Age)	13th July 1955/ 68 years
Nationality	Indian
Date of first appointment on the Board of Directors of the Company	20 th April, 2024
Address	D-1017, New Friends Colony, New Delhi – 110025
Designation	Independent Director
Education/Qualification	Chartered Accountant
Nature of Expertise /Experience (including nature of expertise in specific functional areas)/ Brief Resume	Holder of Bachelor's degree in commerce from Delhi University and he is Chartered Accountant by profession. Has 35 Years of Diverse Experience in corporate Sector and has gained expertise in Finance, Taxation, and corporate law and business strategy and project consultancy.
Skills and capabilities required for the role and the manner in which the Directors meet the Requirements	Expertise in Finance, Taxation, and corporate law and business strategy.
Relationships between the Directors inter-se	Nil
No. of Board Meetings attended during the FY 2024-25 (upto the date of Postal Ballot notice)	1 (one)
Terms and conditions of Appointment/Reappoint Ment	As per resolution at item no. 2 of the Notice read with explanatory statement thereto, Mr. Sanjiv Kohli is proposed to be appointed as a non-executive independent director, not liable to retire by rotation, for a period of 5 consecutive years with effect from April 20, 2024.
Companies in which holds Directorship*	Vanantara Resorts Private Limited
Chairmanship/ membership of Committees of the Company	3 (Three)
Chairmanship/	Nil

membership in Committees of Board of Directors of other Indian Public Companies	
Listed entities from which has resigned in the past three years.	Nil
Shareholding in the Company (No. & %)	Nil
Details of Remuneration sought to be paid	Nil
Remuneration last drawn (including sitting fees, If any) (Per Annum)	Nil