

**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](mailto:drfresh@drfreshassets.com); Website: [www.drfreshassets.com](http://www.drfreshassets.com)

**POSTAL BALLOT NOTICE**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

<b>Voting Starts On</b>	<b>Voting Ends On</b>
Monday, 8 <sup>th</sup> June, 2026 at 09.00 A.M. (IST)	Tuesday, 7 <sup>th</sup> July, 2026 at 05.00 P.M. (IST)

**Dear Member(s),**

**Notice** is hereby given that pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the "**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), as amended from time to time read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and 9/2023 dated 25<sup>th</sup> September, 2023, the latest being 09/2024 dated 19<sup>th</sup> September 2024 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI Listing Regulations**"), Secretarial Standards on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules, regulations, circulars and notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the Resolutions as set out in this Notice are proposed for consideration by the members of the Company for passing by means of Postal Ballot by way of voting through electronic means ("**remote e-voting**") only.

In compliance with MCA Circulars and SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the manner of voting on the proposed resolutions is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for 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, 29<sup>th</sup> May, 2026. The details of the procedure to cast the vote form part of the Notes to this Notice.

The remote e-voting period commences from 9.00 A.M. (IST) on Monday, 8<sup>th</sup> June, 2026, and ends at 5.00 P.M. (IST) on Tuesday, 7<sup>th</sup> July, 2026. Members are requested to cast their votes through the remote e-voting process not later than Tuesday, 7<sup>th</sup> July, 2026, 5:00 P.M. (IST) (the last day to cast vote electronically) post which e-voting module shall be disabled by the NSDL.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed to the Notice, for your consideration.

Items of business requiring approval of the Members through Postal Ballot by 'remote e-voting' are given below:

**SPECIAL BUSINESS:**

**Item No. 1: To amend the object clause of the Memorandum of Association of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**SPECIAL RESOLUTION FOR ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION**

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 4 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India Act, 1992, SEBI (Real Estate Investment Trusts) Regulations, 2014, SEBI (Investment Advisers) Regulations, 2013, SEBI (Portfolio Managers) Regulations, 2020 and other applicable laws, subject to such approvals, permissions and sanctions as may be required from the Registrar of Companies, SEBI, Stock Exchange(s) and/or any other statutory or regulatory authority, consent of the members of the Company be and is hereby accorded to alter the Objects Clause of the Memorandum of Association of the Company by inserting the following new sub-clauses after the existing Object Clause No. 4 under Clause III(A):

5. *To provide real estate investment management services, including the creation, management and administration of real estate investment funds, portfolios and investment vehicles and to render advisory, consultancy, structuring and management services in relation thereto.*
6. *To carry on in India or elsewhere the business of managing, sponsoring, advising, operating, acting as settlor to, providing management services to, or supervising investment holding entities and investment vehicles, including but not limited to Real Estate Investment Trusts (REITs), Infrastructure Investment Trusts (InvITs), Special Purpose Vehicles (SPVs), Alternative Investment Funds (AIFs), and other investment structures in the real estate sector or allied sectors.*
7. *To undertake and carry on the business and activities as an investment manager, investment adviser and provider of investment advisory, portfolio management, asset management, fund management and related services to clients, including providing advice and recommendations regarding acquisition, holding, management, operation, development and disposal of assets, subject to applicable laws and regulatory approvals.*

**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) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF OBJECTS SPECIFIED IN CLAUSE 3(A) ARE:"*

**Resolved further that** Part B of Clause III be and is hereby altered by deleting all the existing Ancillary object and inserting following sub-clauses no. 1 to 35 in line compliance with the provisions of Companies Act, 2013:

1. *To purchase, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.*
2. *To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or cooperation with persons or companies carrying on or engaged in the main business or transaction of this Company.*
3. *To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.*
4. *To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.*
5. *To purchase, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines, and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.*
6. *To undertake or promote scientific research relating to the main business or class of business of the Company.*
7. *To takeover the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorised to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.*
8. *To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, or technical collaboration and necessary formulas and patent rights for furthering the main objects of the Company.*
9. *Subject to the Provisions of the Companies Act 2013, to amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.*
10. *Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.*
11. *To apply for, obtain, purchase or otherwise and prolong and renew any patents, patent-rights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes knowhow and other information, patterns, copyrights, trademarks, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.*
12. *To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or authorisation of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.*

13. *To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.*
14. *To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.*
15. *To draw, make, accept, discount, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.*
16. *To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to deal with the money of the Company not immediately required.*
17. *To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.*
18. *To establish, or promote or concur in establishing or promote any company for the purpose of dealing all or any of the properties, rights and liabilities of the Company.*
19. *To sell, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.*
20. *Subject to the Provisions of Companies Act 2013, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.*
21. *To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares subject to the provisions of Sec. 52 of the Companies Act, 2013.*
22. *To employ experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.*
23. *To create any reserve fund, sinking fund, or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.*
24. *Subject to the provisions of Section 179, 182 & 183 of Companies Act, 2013, to subscribe contribute, gift or money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.*
25. *To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give of procure the giving of the gratuities pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidies and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to any such*

- persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
26. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
  27. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine.
  28. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the company of any property or assets.
  29. To send out to foreign countries, its director, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in the connection.
  30. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
  31. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
  32. To appoint dealers, managers canvassers, sales, representatives or salesmen for transacting all or any kind of the main business of which this Company is authorised to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.
  33. To borrow or raise monies or loans for the purposes of the Company by promissory notes, bills of exchange hundies and other negotiable or transferable instruments or by mortgage, charge, hypothecation or pledge or by debenture or by debenture stock, perpetual or otherwise charged upon all or any of the Company's property and assets both present and future, movable and immovable including its uncalled capital upon such terms as the Directors may deem expedient and in such other manner or take monies, deposits or otherwise (merely for the purposes of financing of the business of the Company, with or without allowance of interest thereon and to lend money to customers and to guarantee the performance of contracts by any such persons and to execute all deeds and writing assurance for any aforesaid purposes. The Company shall not carry on banking business as defined by the Banking Regulation Act, 1949 or any insurance business as defined under Insurance Act, 1938. The regard shall be given to the provisions of Section 73 and/or 76 of the Companies Act, 2013 and directives from the Reserve Bank of India.
  34. To acquire by purchase, lease, exchange or otherwise deal with any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
  35. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and is hereby severally authorised to file the necessary e-forms with the Registrar of Companies, intimate the Stock Exchange(s), execute all documents, writings and filings

and do all such acts, deeds and things as may be necessary to give effect to this resolution.”

*By order of the Board*  
**For Dr Fresh Assets Ltd**

**Date: 30<sup>th</sup> May, 2026**  
**Place: New Delhi**

**Sd/**  
**Vijay Prakash Pathak**  
**Whole Time Director**  
**DIN:07081958**

**Notes:**

1. An explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the “Act”), setting out all material facts and rationale relating to the resolutions for Item No. 1 in this Notice is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. The relevant documents referred to in the accompanying Notice, including the existing Memorandum of Association and the proposed amended Memorandum of Association, shall be available for electronic inspection by the Members without any fee from the date of circulation of the Notice up to the date of the Meeting. Members seeking inspection may send an email request to the Company at [email ID], and the Company shall make the documents available for inspection.
3. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India on General Meeting, the Members are provided with the facility to cast their vote electronically, through the remote e-voting facility on all the resolutions set forth in this Notice. The Company has engaged National Securities Depository Ltd (NSDL) as e-voting agency for facilitating remote e-voting to enable the Members to cast their votes electronically.
4. In compliance with the MCA Circulars and the SEBI Listing Regulations, the Notice is being sent in electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL and Central Depository Services (India) Limited (‘CDSL’) as on the cut-off date, i.e. Friday, 29<sup>th</sup> May, 2026 and whose email Ids are registered with the Company/ Registrar and Transfer Agent of the Company i.e. Mas Services Ltd. (“RTA” or “Mas”) or Depository Participants (“DP”). The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
5. Members holding shares in physical form and who have not updated their email addresses please send scan copy of a signed request letter in Form ISR-1 mentioning the Folio No., Name and address of the Member, 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 the Company’s email address at [drfresh@drfreshassets.com](mailto:drfresh@drfreshassets.com) or to the email id of Mas Services Ltd-Registrar & Share Transfer Agent (“RTA” or “Mas”) of the Company at [mas\\_serv@yahoo.com](mailto:mas_serv@yahoo.com). For the Members holding shares in Demat form, please update your email address through your respective Depository Participant/s.

6. The voting rights of Member(s) for remote 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 remote e-voting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
7. Notice **will also be available on the Company's website at [drfresh@drfreshassets.com](mailto:drfresh@drfreshassets.com)**, websites of the Stock Exchanges i.e. MSEI Limited at [www.msei.in](http://www.msei.in) and on the website of National Securities Depositories Limited ("NSDL") at <https://www.evoting.nsdl.com>.
8. Pursuant to Regulation 44 of the Listing Regulations and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
9. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by remote e-voting i.e. Tuesday, 7<sup>th</sup> July, 2026 Members may send their requests to [drfresh@drfreshassets.com](mailto:drfresh@drfreshassets.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.

**10. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING:**

- i. E-voting facility will be available during the following period:

<b>Commencement of e-Voting</b>	<b>From 09.00 A.M. IST on Monday, 8<sup>th</sup> June, 2026</b>
<b>End of e-Voting</b>	<b>Upto 05.00 P.M. IST on Tuesday, 7<sup>th</sup> July, 2026</b>

The e-Voting module shall be disabled by NSDL upon expiry of aforesaid period.

- ii. During the e-Voting period, shareholders can login at NSDL e-Voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a shareholder, whether partially or otherwise, shareholder shall not be allowed to change it subsequently or cast the vote again.
- iii. The details of the process and manner for e-Voting are explained herein below:

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*




**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 the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024, 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> </ol>

	<p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting 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	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.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**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

<p>Computer or on a mobile.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>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.  <i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> 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.</i></p> <p>4. Your User ID details are given below :</p>	
<p><b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b></p>	<p><b>Your User ID is:</b></p>
<p>a) For Members who hold shares in demat account with NSDL.</p>	<p>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*****.</p>
<p>b) For Members who hold shares in demat account with CDSL.</p>	<p>16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****</p>
<p>c) For Members holding shares in Physical Form.</p>	<p>EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
<p>5. Password details for shareholders other than Individual shareholders are given below:</p> <p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>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.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(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'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in <b>process for those shareholders whose email ids are not registered.</b></p>	
<p>6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:</p> <p>a) Click on "<b>Forgot User Details/Password?</b>"(If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsd.com">www.evoting.nsd.com</a>.</p> <p>b) <b>Physical User Reset Password?</b>" (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsd.com">www.evoting.nsd.com</a>.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered</p>	

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 whose voting cycle.
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](mailto:rndregular@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 or 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email id - [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) , who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's email address [drfresh@drfreshassets.com](mailto:drfresh@drfreshassets.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](mailto: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](mailto: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.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024 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.
11. In terms of Listing Regulations, securities of the listed companies can only be transferred in dematerialized form with effect from April 1, 2019 and as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 and further circular on September 26, 2023, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/158, 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.
12. The Board of Directors of the Company has appointed Mr Debabrata Deb Nath, (Membership No. FCS 7775) Partner, M/s R & D Company Secretaries, Practicing Company Secretaries, as scrutinizer ("Scrutinizer") for conducting the Postal Ballot through remote e-voting in accordance with the provisions of the Act and the Rules and the Listing Regulations in a fair and transparent manner.
13. The Scrutinizer will submit his report to the Chairman, or any person authorized by the Chairman after the completion of scrutiny of the remote E-Voting, and the result of the voting by postal ballot through the Remote E-voting process will be announced by the Chairman, or in his absence any other Director or Key managerial Personnel or a person authorized by him, on or before Thursday, 9<sup>th</sup> July, 2026. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
14. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on Tuesday, 7<sup>th</sup> July, 2026 being the last day of remote e-voting in terms of SS-2 issued by the Institute of Company Secretaries of India. Also, the resolutions passed by members with requisite majority shall be deemed to have been passed at a general meeting of members convened on that behalf.
15. The results declared along with the Scrutiniser's Report shall be placed on the website of the Company ([www.drfreshassets.com](http://www.drfreshassets.com)), NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and shall be communicated to MSEI Limited.

**Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013**

**Item No.1**

The Company is presently engaged in the business of real estate development and related activities.

With the evolving landscape of the real estate sector and the increasing opportunities in professionally managed real estate investment platforms, real estate investment trusts (REITs), special purpose vehicles (SPVs), asset management and investment advisory services, the Board of Directors believes that it would be advantageous for the Company to expand the scope of its business activities.

The proposed amendment to the Objects Clause of the Memorandum of Association will enable the Company to undertake activities relating to real estate investment management, asset management, investment advisory services, management and administration of real estate investment vehicles, REIT-related services, and other allied activities. The proposed alteration will provide greater operational flexibility and allow the Company to explore new business opportunities in the real estate and investment management sectors, subject to obtaining such regulatory registrations, approvals and permissions as may be required under applicable laws.

The proposed objects are ancillary and complementary to the existing real estate business of the Company and are expected to facilitate future growth and diversification.

Pursuant to Section 13 of the Companies Act, 2013, alteration of the Objects Clause of the Memorandum of Association requires approval of the shareholders by way of a Special Resolution.

The Board of Directors recommends the Special Resolution for approval by the members. None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

*By order of the Board*  
**For Dr Fresh Assets Ltd**

**Date: 30<sup>th</sup> May, 2026**  
**Place: New Delhi**

**Sd/**  
**Vijay Prakash Pathak**  
**Whole Time Director**  
**DIN:07081958**