NOTICE

To The Members of the Company,

Notice is hereby given that the 10th Annual General Meeting (AGM) of the members of Debock Sales and Marketing Limited will be held on Saturday, 29th September, 2018 at 3.00 PM to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the financial statements of the Company for the financial year ended 31st March, 2018 together with Reports of the Directors and Auditors thereon, pass the following resolution as Ordinary Resolution:

   "**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint Mr. Mukesh Manveer Singh (DIN: 01765408) who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Mukesh Manveer Singh (DIN: 01765408), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the appointment of M/s Mohnot Puneet & Associates , Chartered Accountants (Firm Registration No. 0012316C), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 11th AGM to be held in 2019 to examine and audit the accounts of the Company for the financial year 2018-2019 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS:

4. To appoint Ms. Jyoti Choudhary as an Independent Director and in this regard, pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Jyoti Choudhary (DIN:07927458), nominated by Board of Directors of the Company to be appointed as Director of the Company and who qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is, up to September 29, 2023."

   "RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorized to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

By order of the board
For Debock Sales and Marketing Limited

Debock Sales And Marketing Limited JAIPUR

Place: Jaipur
Date: 06.09.2018

Ramita Kumawat
Company Secretary
M. No. 54927

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NOTES:

1. As per Section 105 of the Companies Act, 2013,A Member entitled to attend and vote at the meeting is entitled to appoint proxy/ proxies to attend and vote instead of himself and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
   Proxies submitted on behalf of Companies, Societies, Partnership Firms, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member organization.

2. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, with the Stock Exchanges, are forming part of the Notice to Annual General Meeting as Annexure "A".

3. The Register of Members and Share Transfer Books of the Company will not close.

4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

5. Notice of Annual General Meeting will be sent to those who are members of the Company as on (Cut off date) Friday, 24th August, 2018.

6. In terms of Section 152 of the Act, Mr. Mukesk Manveer Singh, Director, retire by rotation at the Meeting and being eligible, offer himself for reappointment. The Human Resources, Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company recommend the re-appointment.

7. Mr. Mukesk Manveer Singh is interested in the Ordinary Resolution set out at Item Nos. 2, of the Notice with regard to his re-appointment. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of the Notice.

8. Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the **"Annexure"** to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

9. Keeping in view the requirements set out in the Act, the Audit Committee and Board of Directors of the Company have recommended ratification of appointment of M/s Mohnot Puneet & Associates ,Chartered Accountants (Firm Registration No. 0012316C), as Auditors of the Company for the Financial Year 2018-19, at such remuneration as shall be fixed by the Board of Directors of the Company.

10. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s)and copy(ies) of their Annual Report.

11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

12. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (that is, except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / Cameo Corporate Services Ltd, the Registrar and Transfer Agent.

The Company or its Registrars and Transfer Agents, M/s Cameo Corporate Services Ltd cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.

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14. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the company or M/s Cameo Corporate Services Ltd.

15. Non-Resident Indian Shareholders are requested to inform M/s Cameo Corporate Services Ltd the Registrar and Share Transfer Agent of the Company immediately about:

    i) The change in the Residential status on return to India for permanent settlement.
    ii) The particulars of the Bank Account maintained in India with complete name, branch, and account type, account number and address of the Bank, if not furnished earlier.

16. Members requiring information on the accounts are requested to write to the company at least 10 (Ten) days before the date of the meeting to enable the company to furnish the information.

17. Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company, to support the MCA's Green Initiative in the Corporate Governance.

18. **Members are requested to**:

    i) Intimate change in their Registered Addresses, if any, in respect of Equity Shares held in electronic form (Dematerialized form) to their Depository Participant(s).
    ii) Intimate the Registrar & Share Transfer Agent about any change in their Registered Addresses in respect of equity shares held in physical form.
    iii) Quote the registered folio number / DP-ID and CL-ID in all future correspondence.
    iv) To address their grievances to the Company Secretary at the Registered Office of the Company.

19. Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the meeting.

20. Members are informed that in case of Joint holders attending the meeting; only the joint holder whose names appear first in Register of members will be entitled to vote.

21. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

22. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

23. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.

24. Members may kindly note that bags, eatables, laptops, arms, ammunitions or any other harmful/dangerous objects are not allowed inside the Auditorium at the meeting venue.

25. Members may also note that the Notice of 10th Annual General Meeting and Annual Report for the year 2017-2018 is also available on the website of the company www.debockgroup.comfor downloading purpose.

26. Company is exempted from conducting E – Voting vide Rule 20(2) of Companies (Management & Administration) Amendment Rule, 2015. So voting will be conducted by means of ballot paper at the Annual General Meeting.

Debock Sales And Marketing Limited JAIPUR

By order of the Board
For Debock Sales and Marketing Limited

Ramita Kumawat
Company Secretary
M. No. 54927

Place: Jaipur
Date: 06.09.2018

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EXPLANATORY STATEMENT

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

ITEM 04

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Human Resources, Nomination and Remuneration Committee, the Board of Directors has proposed that Ms. Jyoti Choudhary (DIN:- 07927458), be appointed as an Independent Director on the Board of the Company. The appointment of Ms. Jyoti Choudhary (DIN:- 07927458), shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Jyoti Choudhary for the office of Director of the Company. Ms. Jyoti Choudhary is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Ms. Jyoti Choudhary that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Ms. Jyoti Choudhary fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Jyoti Choudhary is independent of the management and possesses appropriate skills, experience and knowledge. Details of Ms. Jyoti Choudhary are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letter of appointment of Ms. Jyoti Choudhary setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Deock Sales And Marketing Limited JAIPUR

By order of the Board
For Debock Sales and Marketing Limited

Ramita Kumawat
Company Secretary
M. No. 54927

Place: Jaipur
Date: 06.09.2018

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Annexure

Statement provided pursuant to the provisions of Regulation 36 of SEBI (LODR) Regulations, 2015 read with Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India:

S.No	Name	Mr. Mukesh Manveer Singh	Ms. Jyoti Choudhary
1.	Date of Birth	30/06/1977	05/04/1994
2.	Date of Appointment	02/03/2009	-
3.	Qualifications	He has completed his senior secondary from Rajasthan Board.	Graduate
4.	Expertise in specific functional Area	He has an experience of around 18 years in Construction and Real Estate Development, manufacturing agriculture equipment, Hospitality Services & Sale of ACE Tractors. He is the guiding force behind all corporate decisions and is responsible for the entire business operations	She has experience in the sector of Hospitality, Decor and Logistic services. She is also involved in various promotional activities including but not limited to photo shoots, Corporate Events and Advertisements.
5.	Terms and Conditions of appointment / re-appointment	As per the resolution passed by the members at the Extra Ordinary General Meeting held on 25th May, 2017, Mr. Mukesh Manveer Singh was appointed as a Managing Director, liable to retire by rotation	As per the resolution at Item No.4 of the Notice convening the Tenth Annual General Meeting on 29th, September, 2018 read with explanatory statement thereto
6.	Remuneration last drawn	Rs.360,000/-	Nil
7.	Directorship held in other public companies (Excluding foreign companies and Section 8 Companies)	Nil	Nil
8.	Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee)	Nil	Nil
9.	Number of shares held in the company	4807624 (as on 31st March, 2018)	Nil
10.	Relationship between Directors inter-se	Brother of Mr. Ashok Kumar Nanakchand Mahawar& spouse of Ms. Priyanka Sharma	Nil

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