DEBOCK SALES & MARKETING LIMITED

[CIN L52190RJ2008PLC027160]
Reg. Off: Debock House, 51, Lohiya Colony, 200ft. Bypass, Vaishali Nagar, Jaipur – 302 021.
Tel No.: 0141-2358654/ 2359184/ 2358161/ 2359653 **Fax:** 0141-2359381 **email:** info@debockgroup.com,
web: www.debockgroup.com

POSTAL BALLOT NOTICE

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

Dear Members,

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Companies Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standards issued by Institute of Company Secretaries of India on General Meetings ('SS-2'), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, that it is proposed to seek the consent of the shareholders ('Members') of Debock Sales & Marketing Limited (the "Company"), for the resolutions appended herein below through postal ballot ('Postal Ballot') by way of remote electronic voting ('E-voting').

In view of the pandemic situation of COVID-19 and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') vide its General Circular No.14/2020 dated April 08, 2020 and General Circular No.17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated 28th September, 2021, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 (collectively referred to as "MCA Circulars") and pursuant to Section 110 of the Companies Act and the Rules made thereunder, the company proposes for passing of resolutions as per this Postal Ballot Notice.

In terms of said Section of the Companies Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by Postal Ballot, shall, get any resolution (other than Ordinary Business and any Business in respect of which Directors or Auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in general meeting of the Company.

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ E-voting in accordance with the provisions of the Companies Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue.

The MCA has clarified that for Companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business (es) only by Postal Ballot up to 31st December 2021, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Therefore, the Company hereby offers to cast their votes either by postal ballot or remote e-voting facility to their shareholders.

Members are requested to carefully read the instruction printed on the Postal Ballot Form and return the same duly completed, recording your assent or dissent, in the enclosed self-addressed Business Reply Envelope not later than 17.00 hours on Sunday, November 28, 2021. Postage will be borne and paid by the Company. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the date mentioned above, it will be considered that no reply has been received from the members.

Members desiring to opt for e-voting as per the facility arranged by the Company are requested to read the instructions in the notes forming part of this notice.

Further, the company will send Postal Ballot Notice by e-mail to all its members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/ Depository Participants.

This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

You are requested to peruse the following proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of Postal Ballot form or E-Voting system provided by the Company.

The Board of Directors of the Company, at its meeting held on Wednesday, October 27, 2021 has considered and approved the following resolutions, subject to the Members' approvals through postal ballot:

1. To consider change in the name of the company from **"Debock Sales & Marketing Limited"** to **"Debock Industries Limited"**
2. To approve increase in Authorized Share Capital of the Company and consequent amendment in the Memorandum of Association of the Company.
3. To alter the object clause of Memorandum of Association of the company.
4. Migration of the Company's Listed Equity Shares from SME Platform of National Stock Exchange of India Limited (NSE-EMERGE) to Main Board of National Stock Exchange of India Limited.
5. Migration of the Company's Listed Equity Shares from SME Platform of National Stock Exchange of India Limited (NSE-EMERGE) to Main Board of BSE Limited.

The Board has appointed Neelam Ahire, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members have to vote through e-voting and Ballot forms.

Members are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit her report to the Chairman of the Company after completion of scrutiny of the postal ballots and e-voting. The results shall be declared on or before Monday, November 29, 2021 and communicated to the National Stock Exchange of India Limited, Depositories and Registrar and Share Transfer Agents. The results will also be displayed on the Company's website www.debockgroup.com.

1. **To consider change in the name of the company from "Debock Sales & Marketing Limited" to "Debock Industries Limited".**

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

   "RESOLVED THAT pursuant to the provisions of Section 4(4), Section 13 and 14 read with Rule 29 of Companies (Incorporation) Rules, 2014, and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), Regulations 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and subject to the approvals of the central government, regulatory authorities the existing name of the Company be changed from **"Debock Sales & Marketing Limited"** to "**Debock Industries Limited".**

   RESOLVED FURTHER THAT the name 'Debock Sales & Marketing Limited' wherever appearing in the Memorandum and Articles of Association, other documents etc. be substituted by the new name 'Debock Industries Limited' upon approval of the same by the Central Government.

RESOLVED FURTHER THAT the board of directors of the company (hereinafter referred to as "board", which shall be deemed to include any committee which the board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to make the necessary application to the central government for the approval of the aforesaid name and to take all such steps that may be required to give effect to this resolution."

2. **To approve increase in Authorized Share Capital of the Company and consequent amendment in the Memorandum of Association of the Company.**

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

"RESOLVED THAT pursuant to the provisions of section 13, 61 read with section 64 and any other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum & Articles of Association of the Company, the consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 40,00,00,000/- (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crores) Equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 90,00,00,000/- (Rupees Ninety Crores only) divided into 9,00,00,000 (Nine Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari-passu in all respect with the existing equity shares of the company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

*"**V.** The authorised share capital of the Company is Rs. 90,00,00,000/- (Rupees Ninety Crores only) divided into 9,00,00,000 (Nine Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each with power to alter, increase, decrease, consolidate or sub-divide the shares as provided in the Articles of Association of the Company".*

RESOLVED FURTHER THAT the board of directors of the company (hereinafter referred to as "board", which shall be deemed to include any committee which the board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such documents, instruments in writing as may be deemed necessary and/or expedient to give effect to this resolution."

3. **To alter the object clause of Memorandum of Association of the company.**

To consider and, if thought fit, to give assent/dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to the necessary registrations, approvals, consents, permissions, sanctions amendments or modifications, if any, by any of the appropriate authority(ies), which the Board of Directors is authorized to accept, as it may deem fit, the approval of the Company be and is hereby accorded for effecting the alteration/modification to the existing Clause III(A) of the Memorandum of Association of the Company by inserting the following new sub clauses 8 to 24 after sub-clause 7 of Clause III A of the Memorandum of Association:-

"8. To carry on in India or elsewhere the business of prospecting, exploring, operating and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy sell, import, export, supply, and to act as agent, broker, Adatia, stockiest, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of presents and future ores, minerals, deposits, goods, substances & materials, including sands, stones, and soils, chalk, clay, china clay, betonies, broils, calcite and coal, lignite, rockphoscate, brimstone, brine, bauxite, limestone, precious and other stones, gold, silver, diamonds, iron, aluminum, titanium, vanadium, mica, apalite, chrome, copper, gypsum, rutile, sulphate, tin, zinc, zircon, tungsten, silicon, brass, and other allied materials, by products, mixtures, blends, residues & substances, and to do all incidental acts and things necessary for the attainment of the objects under these presents.

9. To search, survey, discover and find out and the acquire by concession, grant, purchase, barter, lease, license, degrees & tenders the allotment or otherwise of land or water area from government, semi-government, local authorities, private bodies, corporations and other persons, such rights, powers, and privileges whatsoever for obtaining mines, open cast mines, bucket mines, quarries, deposits, etc. for the accomplishment of the above objects.

10. To erect and construct houses, building, do civil construction work of all types, infrastructure work of all types and to purchase-take on lease, or otherwise, own, construct, effect, alter, develop, decorate, furnish, equip with all infrastructure, pull down, improve, repair, renovate, build, plan, layout, set, transfer, charge, assign, let out, sublet all type of plots, lands, buildings, bungalows, quarters, offices, flats, chawls, warehouses, colonies, godowns, shops, stalls, markets, malls, multiplexes, hotels, restaurants, banquet halls, houses, structures, constructions, tenements, roads, bridges, flyovers, underpasses, railway lines, dams, all kinds of agriculture infrastructure and infrastructure for the wasteland, refineries of all kinds, airports, seaports, telecom infrastructures, powerhouses, mines, lands, estates, immovable properties of all types.

11. To carry on the business as owners, builders, colonizers, developers, promoters, proprietors and contractors, maintainers of residential, commercial and industrial buildings, colonies, mills and factory's buildings, workshop's building, cinema's houses and deal in all kinds of immovable properties whether belonging to the Company or otherwise.

12. To act as consultants for real estate, immovable properties, and all types.

13. To carry on the business of town planners, Group Housing Developers, surveyors, valuers, appraisers, and other building requisites.

14. To cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers or gardeners and to set up processing unit for import, export, distribute or deal in agriculture produce of all description, like fruits, vegetable, seeds and herbal products and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items.

15. To cultivate, grow, produce or deal in agriculture produce and to carry on the business of agriculturists, farmers, gardeners, dairymen, dairy farmers, and to acquire, hold, buy or acquire freehold or leasehold agriculture land, farm, garden or any other, property and to act as growers of corn, hay, straw, seeds or animal feed and to deal in live-stock and deal in such business as may be required by farmers and dealers of agriculture produce.

16. *To carry on the business of planters, growers and cultivators of seeds, vegetable, fruits and herbs and to cultivate, grow, produce or deal in vegetable, fruits and herbs and to undertake the activities for its processing, preservation or storage with the installation for plant, machinery, cold storage, air conditioning, refrigeration and other equipments and to provide consulting and support services.*

17. *To carry on business of manufacturing fertilizers of all kinds and description, chemicals and other allied items required for agricultural and other industries.*

18. *To manufacture, produce, refine, process, formulate, mix or prepare, mine or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, buy, sell, exchange, distribute, assign, transfer or otherwise dispose of, trade, deal in and deal with, import and export any and all classes and kinds of fertilisers, organic fertilisers, inorganic fertilisers, agricultural chemicals, manures, their mixtures and formulations and any and all classes and kinds of chemicals, source materials, ingredients, mixtures derivatives and compounds thereof, and any and all kinds of products of which any of the foregoing constitutes an ingredient or in the production of which any of the foregoing is used, including but not limited to water soluble fertilisers and agricultural and industrial chemicals of all kinds, and industrial and other preparations or products arising from or required in the manufacture, refining etc. of any kind of water soluble fertilisers, fertiliser, manure, their mixtures and formulations.*

19. *To carry on the business of storage, warehousing, transportation and handling of all kinds of cargo, whether containerized or not, from any port station to any container freight station or to any inland container depot and freight carriers, transportation of goods, animals or passengers from place to place either by land or by air, sea or partly by sea and partly by land or air, whether by means of motor vehicles and/or aero planes or other means of transport, to establish and to construct and operate container freight stations, inland container depots, and allied activities and operate railway sidings and to own, lease, use container and deploy the containers in the business of international freight forwarding, by means of road, sea, transport and multimodal transport, and to carry on the business of clearing & shipping agent, hirers, fleet owners of trucks, trailers, cranes, bulldozers and all types of earth moving equipment's and machines.*

20. *To carry on the business of processing, packing, trading – wholesale and retail, distribution for domestic and export sale all types of frozen foods including fruits, vegetable, meat, seafood and all other types of foods.*

21. *To carry on business in storing for rent or any other consideration, transporting, handling and generally dealing in, all kinds of frozen, chilled, cooled and refrigerated items, including fruits, vegetables, seafood, meats, dairy products and horticultural produce.*

22. *To carry on the business of buying, selling or otherwise dealing in, operating, hiring, letting on hire, leasing, giving on lease, obtaining licenses for the use of and granting licenses for the use of, cold stores, freezing, chilling and cooling plants, refrigeration units, refrigerated trucks and containers and any and all kinds of freezing, chilling, cooling, refrigeration and cold storage machinery and equipment.*

23. *To carry on the business of buying, selling, transporting, storing, distributing, handling and dealing in any other goods or food products.*

24. *To carry on the businesses of provider of transportation logistics services to any person, firm, company, body corporate or association of persons in India or abroad in relation to transport of persons and goods, of all kind and description, including but not limited to planning, design, documentation management and co-ordination in relation to transportation, physical transport by all means of transportation by land, sea, inland waterways, air and multimodal transport, etc, management of warehouses and logistics centres,*

undertaking warehousing services and managing all statutory compliances relating to transportation services and related services, warehousing services, supply-chain management solutions, information technology / communication support and while rendering such service, engage in providing for sale, rent, etc. advertisement space on the vehicles, trucks, warehouses, etc. to third parties and development and sale of for managing transportation services, managing Container Freight Stations and act as Freight contractors, Freight Forwarding agents, Customs House Agents, Customs Handling service providers, providing specialized services like fleet management including carrying out the activities of washing, servicing, repairing, maintaining, denting, painting of all types of Vehicles and all other activities related thereto and distribution management, cold chain management for retail chain, packaging, kitting and labeling and similar services, logistics business management and related activities such as customer service support, maintenance and documentation management relating to logistics software like tracking, routing, scheduling, documentation management and back-end data generation for billing and service level agreement activities for successful deployment of vehicles to carry on the purposes of this company."

RESOLVED FURTHER THAT the board of directors of the company (hereinafter referred to as "board", which shall be deemed to include any committee which the board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such documents, instruments in writing as may be deemed necessary and/or expedient to give effect to this resolution."

4. <u>Migration of the Company's Listed Equity Shares from SME Platform of National Stock Exchange of India Limited (NSE-EMERGE) to Main Board of National Stock Exchange of India Limited.</u>

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

"**RESOLVED THAT** pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; the applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and the Rules framed thereunder (including any statutory modifications, amendments or re-enactment thereof, for the time being in force) and other applicable regulations/ guidelines notified by SEBI/ regulatory authorities from time to time for Migration to the Main Board of Stock Exchange, the consent of the members of the Company be and is hereby accorded for migration of the Company's present listing of Equity Shares from SME Platform of National Stock Exchange India Limited (NSE-EMERGE) to the Main Board of National Stock Exchange of India Limited.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized jointly and/or severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for migration of the Company's present listing of Equity Shares from SME Platform of National Stock Exchange India Limited (NSE-EMERGE) to the Main Board of National Stock Exchange of India Limited.

RESOLVED FURTHER THAT the board of directors of the company (hereinafter referred to as "board", which shall be deemed to include any committee which the board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, expedient or desirable and to settle all questions or difficulties whatsoever that may arise in this regard."

5. Migration of the Company's Listed Equity Shares from SME Platform of National Stock Exchange of India Limited (NSE-EMERGE) to Main Board of BSE Limited.

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

"**RESOLVED THAT** pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; the applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and the Rules framed thereunder (including any statutory modifications, amendments or re-enactment thereof, for the time being in force) and other applicable regulations/ guidelines notified by SEBI/ regulatory authorities from time to time for Migration to the Main Board of Stock Exchange, the consent of the members of the Company be and is hereby accorded for migration of the Company's present listing of Equity Shares from SME Platform of National Stock Exchange India Limited (NSE-EMERGE) to the Main Board of BSE Limited, in addition to the Main Board of National Stock Exchange India Limited.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized jointly and/or severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries including but not limited to BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for migration of the Company's present listing of Equity Shares from SME Platform of National Stock Exchange India Limited (NSE-EMERGE) to the Main Board of BSE Limited.

RESOLVED FURTHER THAT the board of directors of the company (hereinafter referred to as "board", which shall be deemed to include any committee which the board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, expedient or desirable and to settle all questions or difficulties whatsoever that may arise in this regard."

For Debock Sales & Marketing Limited
Sd/-
Mukesh Manveer Singh
Chairman and Managing Director
DIN: 01765408

Place: Jaipur
Date: 27/10/2021

NOTES:

1. **AN EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") SETTING OUT THE MATERIAL FACTS CONCERNING THE BUSINESSES TO BE TRANSACTED IS ANNEXED HERETO.**
2. The Postal Ballot Notice is being sent to the Member(s) whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, October 22, 2021 (cut-off date). The Postal Ballot Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company's Registrar and Share Transfer Agent ("RTA").
3. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for the purpose of voting/e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by CDSL and the business may be transacted through such voting. The instructions for e-voting are annexed to this Notice.
5. The e-voting period shall commence on Saturday, October 30, 2021 from 9.00 a.m. (IST) and shall end on Sunday, November 28, 2021 till 5.00 p.m. (IST). E-voting shall not be allowed beyond the said date and time.
6. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, October 22, 2021.
7. The Board of Directors of the Company ("the Board"), has appointed Mrs. Neelam Ahire, Practicing Company Secretary (COP.: 18915) as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
8. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the Listing Regulations, the details pertaining to this postal ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Hindi Language) in which registered office of the Company is situated.
9. To support the "Green initiative" members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company's RTA or Depository Participants, in respect of shares held in physical/electronic mode respectively.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins on Saturday, October 30, 2021 from 9.00 a.m. (IST) and shall end on Sunday, November 28, 2021 till 5.00 p.m.65 (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, October 22, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) In terms of **SEBI circular** no**. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.
Individual Shareholders holding securities	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will

in demat mode with **NSDL**	open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL.

Login type	**Helpdesk details**
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 022-23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

(iv) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the **EVSN-211028005** for the relevant "Debock Sales & Marketing Limited" on which you choose to vote.

(ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@debockgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 1:

To consider change in the name of the company from "Debock Sales and Marketing Limited" to "Debock Industries Limited"

The Board of directors in their meeting held on October 22, 2021 approved the name change of the company from "Debock Sales and Marketing Limited" to "**Debock Industries Limited**" in order to re-brand the company. The Management is of the opinion that the proposed new name shall enhance the brand image and better represent the company's business profile in the market.

Accordingly, the name clause (Clause I) of Memorandum of Association of the Company is also required to be suitably amended.

The copy from M/s KSGC & Associates, Chartered Accountants, confirming the compliance of regulation 45(1) is enclosed for your perusal and marked as **Annexure I.**

The Board recommends the Special Resolution as set out in the Notice for member's approval.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution as set out at item no. 1.

ITEM NO. 2:
To approve increase in Authorized Share Capital of the Company and consequent amendment in the Memorandum of Association of the Company.

The existing Authorized Share Capital of the Company is 40,00,00,000/- (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crores) equity shares of 10/- (Rupees Ten only) each.

In order to undertake a capital raising activity in the future and for other business requirements that arise from time to time, it is proposed to increase the Authorized Share Capital from 40,00,00,000/- (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crores) equity shares of 10/- (Rupees Ten only) each to 90,00,00,000 /- (Rupees Ninety Crores only) divided into 9,00,00,000 (Nine Crores) equity shares of 10/- (Rupees Ten only) each.

The increase in the authorized share capital as aforesaid would entail consequential alteration of the existing clause V of the Memorandum of Association of the Company, which in turn requires member's approval in terms of section 13 and 61 of the Companies Act, 2013.

The draft copy of the memorandum of Association and Articles of Association will be kept open for inspection by members on all working days (except Saturday and Sunday) between 11:00 a.m. to 4.00 p.m. during the period of remote e-voting under postal ballot.

None of the Promoters, Directors, Key Managerial Personnel and their relatives are concerned or interested, in the resolution no. 2 of this notice.

ITEM NO. 3:
To alter the object clause of Memorandum of Association of the company.

At present, the Company is engaged in the business of manufacturing and trading of agricultural equipment. The present business activity is seasonal in nature. Hence, the Board is considering diversification into other businesses such as Mining, Construction and Real Estate, Agriculture, Infrastructure and logistics.

The Board at its Meeting held on October 27, 2021, has opined that the company needs to diversify into different sector in order to de-risk the business and enhance the value for the stakeholders. Hence, it is proposed to alter the main object clause of Memorandum of Association of the Company by including the suitable clauses therein. The addition of these new objects shall enable the company to explore potential business opportunities in these sectors through organic and inorganic routes.

As per the provisions of Section 13 and 110 of the Companies Act, 2013 read with other applicable provisions, for alteration/modification in main object of the Memorandum of Association approval of the members by passing Special Resolution through Postal Ballot is required. Accordingly, shareholders' approval is sought for the same.

The Memorandum of Association of the Company, proposed to be amended as stated above, is being uploaded on the Company's website for perusal by the Shareholders. A copy of the existing and proposed MOA would be available for inspection by the members at the registered office of the company on all working days between 11:00 a.m. to 4:00 p.m. (Monday to Saturday) up to November 28, 2021 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer).

The alteration of MOA requires the approval of the Shareholders by means of a Special Resolution pursuant to Section 13 of the Companies Act, 2013 and accordingly the approval of the Shareholders is being sought through Postal Ballot.

None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company.

ITEM NO. 4 & 5:

Migration of Listing / Trading of Equity Shares of the Company from SME Platform of National Stock Exchange of India Limited (NSE-EMERGE) to Main Board of National Stock Exchange of India Limited as well as on Main Board of BSE Limited.

The Equity Shares of the Company have been listed and traded on the SME Platform of National Stock Exchange of India Limited for more than three years. The Board has proposed to migrate the listing/trading of Equity Shares of the Company from the SME platform of NSE (NSE-Emerge) to the Main Board of NSE and BSE as per the procedures laid down under Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018 and the Migration Policy of BSE Limited and National Stock Exchange of India Limited.

The proposed listing on the Main Board of National Stock Exchange of India Limited and BSE Limited will enhance the visibility and prestige of the Company and will also encourage the participation of small investors, increase the liquidity of the Equity Shares and expand the retail shareholder base.

As per the Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with National Stock Exchange (NSE) circular NSE/SME/37551 dated April 18, 2018, an Issuer whose specified securities are listed on a SME Platform may migrate its specified securities to the main board of the stock exchanges if its shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if such issuer fulfils the eligibility criteria for listing laid down by the Main Board. The Proposed resolution shall be acted upon if the votes casted by public shareholders in favour of the proposal, amount at least 2 times the number of votes cast by the public shareholders against the proposal.

The Board recommends the resolutions for approval by the Members.

None of the Directors or Key Managerial Personnel or any of their relatives is concerned or interested in the resolutions set out hereinabove.

For Debock Sales & Marketing Limited
Sd/-
Mukesh Manveer Singh
Chairman and Managing Director **Place: Jaipur**
DIN: 01765408 **Date: 27/10/2021**

Annexure 1

TO WHOMSOEVER IT MAY CONCERN

The Board of Directors of M/s Debock Sales and Marketing Limited, (CIN: L52190RJ2008PLC027160) in their meeting held on October 22, 2021 approved the proposal for change of name of the Company from "Debock Sales and Marketing Limited" to **"Debock Industries Limited"**, subject to approval of the statutory authorities and shareholders. The company received the confirmation from the Registrar of Companies for the availability of the said name.

Accordingly, the Company has proposed the special resolution for the approval of members through this postal ballot.

We hereby confirm that the Company has not changed its name in the last one year and it continues to operate in the same line of business of Manufacturing and Trading of Agricultural Equipments. There is no change in the business activity of the Company. The Company is compliant with regulation 45 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For KSGC & Associates
Chartered Accountants
(FRN: 021829C)
Sd/-
Kanhaiya Lal Sharma
Partner
M. No. : 430601
Date: 27/10/2021
Place: Jaipur
UDIN: 21430601AAAAAW5170
Address: G-12, Ground Floor, Near Apsara Tower
Near Bank of India, Kalwar Road
Jhotwara, Jaipur, Rajasthan-302012

DEBOCK SALES & MARKETING LIMITED

[CIN L52190RJ2008PLC027160]
Reg. Off: Debock House, 51, Lohiya Colony, 200ft. Bypass, Vaishali Nagar, Jaipur – 302 021.
Tel No.: 0141-2358654/ 2359184/ 2358161/ 2359653 **Fax:** 0141-2359381 **email:** info@debockgroup.com,
web: www.debockgroup.com

POSTAL BALLOT FORM

[Please read the instructions carefully before completing the form in Block Letters]

Ballot No. _____

1. Name(s) of Shareholder (s), : _____
2. Name(s) of the Joint-Holder(s), if any : _____
3. Registered address of Shareholder : _____
   _____
4. Registered Folio No./DP ID No./Client ID No. : _____
5. No. of shares held : _____

I/We hereby exercise my/our vote in respect of the following resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated 27th October, 2021 of **Debock Sales & Marketing Limited** (the "Company") by convening/sending my/our assent or dissent to the said resolutions by placing a tick (√) mark in the appropriate column below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To consider change in the name of the company from "Debock Sales & Marketing Limited" to **"Debock Industries Limited"**			
2.	To approve increase in Authorized Share Capital of the Company and consequent amendment in the Memorandum of Association of the Company.			
3.	To alter the object clause of Memorandum of Association of the company.			
4.	Migration of the Company's Listed Equity Shares from SME Platform of National Stock Exchange of India Limited (NSE-EMERGE) to Main Board of National Stock Exchange of India Limited.			
5.	Migration of the Company's Listed Equity Shares from SME Platform of National Stock Exchange of India Limited (NSE-EMERGE) to Main Board of BSE Limited.			

Place: _____

Date: **Signature of the Shareholder**

Note: Please read the instructions printed overleaf carefully before exercising your vote.

For e-voting, please refer the instructions under "E-Voting Facility" in the Postal Ballot Notice attached herewith.

INSTRUCTIONS:

1. The notice is being sent to all the members by the prescribed mode under the Rules (and also electronically by email to those members who have registered their email ids with the Company), whose names appear in the Register of Members / Record of Depositories as on Friday, October 22, 2021.

2. Members shall vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website: www.debockgroup.com

3. The Board of Directors of the Company appointed Neelam Ahire, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot and electronic voting (e-voting) process. The self-addressed Business Reply Envelope bears the Name of the Scrutinizer.

4. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.

5. Incomplete, unsigned or incorrectly filled Postal Ballot Forms are subject to rejection by the Scrutinizer.

6. Postal Ballots cannot be exercised by Proxies.

7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e., 5:00 P.M on Sunday, November 28, 2021. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.

8. Members who are holding shares in electronic form are requested to notify any correction/ change in their name / address / e-mail id immediately to the Depository Participants. In the event of non- availability of Member's latest address either in Company's records or in Depository Participant's records (National Securities Depository Limited / Central Depository Services (India) Limited to the Company).

9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the shareholders as on Friday, October 22, 2021.

10. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.

11. The Scrutinizer's decision on the validity of the postal ballot shall be final.