DSML

NSE Listed

CIN: L52190RJ2008PLC027160

Dated: 31/07/2021

To,
Department of Corporate Services,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra –Kurla Complex, Bandra (E), Mumbai – 400051

Scrip Code / Symbol: DSML

Dear Sir/Madam,

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

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to the letter dated October 01, 2020, please find enclosed a copy of the Postal Ballot Notice dated October 01, 2020, seeking approval of the Members for below mentioned matters:

Sr. No.	Particulars
1	Increase the Authorised Share Capital of the Company and consequential amendment in the Capital Clause in the Memorandum of Association of the Company:
2	Issue of Equity Shares through Preferential Allotment/ Private Placement:

The Postal Ballot Notice, together with Explanatory Statement, is being sent to the Members through mail whose names appear on the Register of Members/list of Beneficial Owners received from the Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and have email id registered as on October 03, 2020.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for facilitating an e-voting. E-voting will commence on Friday, October 09, 2020 [9.00 A.M (IST) onwards] and will end on Saturday, November 07, 2020 [Till 5.00 P.M. (IST)]. The voting will not be allowed beyond 5:00 P.M. (IST) on Saturday, November 07, 2020 and the e-voting shall be disabled by CDSL thereafter. The results of postal ballot will be declared on or before Monday, November 09, 2020.

You are requested to take the same on record.
Thanking You,
Yours faithfully,

For Debock Sales and Marketing Limited

Debock Sales And Marketing Limited JAIPUR

Ankit Sharma
Company Secretary & Compliance Officer
M.NO.: A57446

Encl.: Postal Ballot Notice

DSML

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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 Postal Ballot forms and 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, August 29, 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 Monday, July 26, 2021 has considered and approved the following resolutions, subject to the Members' approvals through postal ballot:

1. Increase the Authorised Share Capital of the Company and consequential amendment in the Capital Clause in the Memorandum of Association of the Company.
2. . Issue of Convertible Equity Warrants through Preferential Allotment/ Private Placement.

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 his 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, August 30,2021 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. Increase the Authorised Share Capital of the Company and consequential amendment in the Capital Clause 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. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores Only) Equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 40,00,00,000/- (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crores Only) 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 capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crore Only) Equity Shares of Rs. 10/- (Rupees Ten only) each with power to increase and /or reduce the capital of the Company as provided in the Articles of the Company."

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby jointly and/or severally authorised to do all such acts, deeds, matters and things including but not limited to ling 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."

2. **Issue of Equity Shares through Preferential Allotment/ Private Placement:**

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

"RESOLVED THAT in suppression of the special resolutions (resolution nos. 3 and 4) passed through postal ballot notice dated October 01, 2020 for issue of equity shares (for consideration other than case) and pursuant to sections 42, 62 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, the applicable rules, notifications guidelines issued by various authorities including but not limited to the Government of India, Securities and Exchange Board of India, Reserve Bank of India and other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities and subject to the consent of the lenders, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term 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), the consent of the Shareholders of the Company be and is hereby accorded, to create, offer, issue and allot, on preferential basis, in one or more tranches for up to 3,00,00,000 (Three Crore) Convertible Equity Warrants ("Warrant") with each warrant convertible into 1 (one) fully paid up equity share of the company of Rs. 10/- each at a price determined as per the provisions of Regulation 164 of SEBI (ICDR) Regulations, 2018 to the persons mentioned below falling under the promoter and non-promoter category, in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or any other provisions of the law as may be prevailing as on date.

The details of the proposed allottees and the maximum number of Equity Shares of the Company proposed to be allotted are set forth in the table below:

Sr. No.	Name of the Proposed Allottee	Category	Maximum No. of warrants proposed to be allotted
1.	Mr. Mukesh Manveer Singh	Promoter	35,00,000
2.	Mr. Raju Ajmera	Promoter	1,05,00,000
3.	Mr. Abhishek Khandelwal	Non-promoter	40,00,000
4.	Ms. Najiya Bano	Non-promoter	37,00,000
5.	Mr. Bharu Ram	Non-promoter	37,00,000
6.	Mr. Rahul Khurana	Non-promoter	14,50,000
7.	Ms. Sheetal Jain	Non-promoter	14,50,000
8.	Mr. Ajay Dahiya	Non-promoter	17,00,000
	TOTAL		**3,00,00,000**

RESOLVED FURTHER THAT the "Relevant Date" pursuant to regulation 161 of SEBI(ICDR) Regulations, 2018 in relation to the abovementioned Preferential Issue of Warrants is Friday, July 30, 2021, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e Sunday, August 29, 2021.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the proposed allottees and equity shares resulting from the exercise of the entitlement of the said warrants, shall be subject

to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

a) Amount payable on allotment of warrants shall be 25% of the price per warrant and the amount payable before the date of conversion of warrants into Equity Shares would be 75% of the total consideration.

b) The said Warrants shall be issued and allotted to the allottees within a period of 15 days from the date of passing of this resolution provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.

c) The Equity Shares allotted on conversion of the Warrants shall rank *pari-passu* in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

d) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.

e) The proposed allottee (s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 10/- (Rupees Ten only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants.

f) In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.

g) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

h) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalisation of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

i) The Equity Warrants and the Equity Shares being allotted pursuant to exercise of such Equity Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.

j) The Equity Warrants issued and allotted will be transferable within the Promoter Group subject to compliance of applicable provisions and subject to such other approvals as may be necessary from time to time.

k) The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall *inter-alia* be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, the number of equity shares to be allotted, finalising the terms of agreement(s) and other related document(s), if any, to be executed including amendments thereto, provide any clarifications related to offer, issue and allotment of Equity Warrants and Equity Shares, listing of Equity Shares on Stock Exchanges and authorise to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors), utilisation of proceeds of issue and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) or authorised signatory/ies of the Company and generally to do all such acts, deeds and things as may be required in connection with the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint/engage any registrar, depositories, professionals, advisors, bankers, consultants and advocates and to finalise their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorised to make requisite filing with concerned regulatory/government authorities / depository(ies), Stock Exchanges and/or any other regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

RESOLVED FURTHER THAT all action(s) taken by the Board or Committee(s) thereof, any Director(s) or Officer(s) or any other authorised signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

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

Place: Jaipur
Date: July 26, 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, July 23, 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, July 31, 2021 from 9.00 a.m. (IST) and shall end on Sunday, August 29, 2021 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, July 23, 2021.
7. The Board of Directors of the Company ("the Board"), has appointed Mrs. Neelam Ahire, Practicing Company Secretary (COP.: 44679) 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 Gujarati Language) in which registered office of the Company is situated. The Result of the Postal Ballot will be published in the newspaper one in English national daily newspaper circulating throughout India (in English Language) and in one Hindi national daily newspaper circulating throughout India (in Hindi language) and one in vernacular language in that district (in Gujarati Language) in which the 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, July 31, 2021 from 9.00 a.m. (IST) and shall end on Sunday, August 29, 2021 till 5.00 p.m (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, July 23, 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 in demat mode	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

with NSDL	Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will 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 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:

The Board in its meeting held on July 26, 2021 and subject to the consent of the members of the company had approved and considered issue of up to **3,00,00,000** equity shares of Rs. 10/- each on preferential basis as specified in resolution no. 2 of this notice. To facilitate the said issue and for future requirements, if any, it is proposed to increase the Authorised Share capital from Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- each to 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.

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 Board recommends the resolution no. 3 for the approval of members.

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. 1 of this notice.

ITEM NO. 2:

The members, vide postal ballot notice dated October 01, 2020 (resolution nos. 3 &4), had approved the issue of equity shares on preferential basis for consideration other than cash. However, the application for in-principle approval is pending due to technical issues and compliance requirements and also considering the growth prospects of business and buoyant capital markets, the Board of Directors in their meeting held on July 26, 2021 subject to the necessary approvals, have decided to revise the preferential issue. Accordingly, the earlier proposals to issue shares for consideration other than cash has been revoked and the Board has approved the proposal for raising funds and for that to issue and allot up to 3,00,00,000 (Three Crores) Convertible Equity Warrants at a price to be determined as per the provisions of regulation 164 of SEBI(ICDR) Regulations, 2018, on preferential basis.

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:

1. **Objects of the Preferential Issue:**

   The object of raising equity share capital by issuing warrants are:

   i. To fund long term capital requirements for future growth of the Company.
   ii. To meet working capital requirements.
   iii. To invest in new projects, companies, bodies corporates.
   iv. To meet General Corporate Purpose.

2. **The total number of securities to be issued and pricing:**

The Board intends to offer, issue and allot up to 3,00,00,000 (Three Crores) Convertible Equity Warrants, on preferential basis, to the proposed allottees at a price to be determined as per the provisions of regulation 164 of SEBI(ICDR) Regulations, 2018, each warrant convertible into or exchangeable for one (1) Equity Share of face value Rs. 10/- (Rupees Ten only.

3. **Basis on which the price has been arrived at:**

Since the shares of the Company are frequently traded, the issue price for the preferential allotment is determined as per the regulation 164 of SEBI (ICDR) Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at NSE. Each warrant is convertible into one equity share of Face value of Rs. 10/- each fully paid up in accordance with the provisions of the SEBI (ICDR) Regulations, 2018.

4. **Relevant Date:**

The "Relevant Date" as per regulation 161 (a) of the SEBI (ICDR) Regulations for determining the minimum price for the preferential issue of warrants (in case of frequently traded shares) is Friday, July 30, 2021, which is a date 30 days prior to the date on which the resolution is deemed to be passed.

5. **The shareholding pattern of the Company before the proposed issue and after the proposed conversion of Equity Warrants as follows:**

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding (assuming full conversion of Equity Warrants)	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
A	**Promoters and Promoter Group Holding**				
1	Indian	53,25,424	64.79	1,93,25,424	50.56
	Sub Total (A)	**53,25,424**	**64.79**	**1,93,25,424**	**50.56**
B1	**Non-Promoter Holding**				
	Institutions	-	-	-	-
B2	**Non - Institutions**				
1	Individuals (share Capital up to Rs. 2 lakhs)	11,02,513	13.41	11,02,513	2.88
2	Individuals (share Capital in excess of Rs. 2 lakhs)	5,04,000	6.13	1,65,04,000	43.18
3	**Others:**				
a.	Body Corporates	9,46,063	11.51	9,46,063	2.48
b.	Clearing Member	48,000	0.58	48,000	0.13
c.	HUF	2,94,000	3.58	2,94,000	0.77
d.	NRI	-	-		
e.	Unclaimed or Suspense or Escrow Account	-	-	-	
	Sub-Total (B)	**28,94,576**	**35.21**	**1,88,94,576**	**49.44**
C1	**Shares underlying DRs**	-	-	-	
C2	**Shares held by Employee Trust**	-	-	-	
C	**Non-Promoter – Non-Public**	-	-	-	

	Grand Total	82,20,000	100.00	3,82,20,000	100.00

6. **Proposal / Intention of Promoters, Director or Key Managerial Personnel (s) to subscribe the offer:**

   Mr. Mukesh Manveer Singh and Mr. Raju Ajmera, are intending to participate / subscribe to the proposed issue and no other Director(s) or Key Managerial Personnel (s) are subscribing to this offer.

7. **The proposed time within which the issue or allotment shall be completed:**

   As required under SEBI (ICDR) Regulations, Equity Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last such approval.

8. **Change in control, if any, in the Company that would occur consequent to the preferential offer:**

   There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Warrants and including the conversion thereof into Equity Shares of the Company.

9. **No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

   During the period from 1st April, 2021 till date of notice of this Postal Ballot, the Company has not made any preferential allotments.

10. **Valuation for consideration other than cash:** Not applicable.

11. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not applicable.

12. **Lock-in period:**

    The Equity Shares will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

13. **Listing:**

    The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the equity shares being issued on conversion of Equity Warrants. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

14. **Auditors Certificate:**

    The Certificate being issued by M/s. Mittal & Associates., Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, up to the date of close of remote e-voting period.

15. Other Disclosures / Undertakings:

The Company hereby undertakes that:

i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI(ICDR) Regulations, where it is so required;
ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above warrants shall be continued to be locked in till such amount is paid by the allottees;
iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;
iv. No person belonging to the promoters/promoter group have sold/transferred any equity shares of the Company during the 6 (Six) months.
v. No person belonging to the promoters / promoter group has previously subscribed to any equity share / warrants of the company but failed to exercise them and
vi. It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter.

16. **Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and / or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue:**

Sr. No.	Name & Address of the proposed allottee	Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of Warrants to be issued	Shareholding post exercise of warrants	
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
1	Mr. Mukesh Manveer Singh **PAN:** AMHPM1429Q **Add:** Ward no. – 18, Near Animal Hospital, Choraha Petrol Pump, Agency Area, Deoli, Rajasthan – 304 804.	Promoter	N.A.	48,07,624	58.49	1,05,00,000	1,53,07,624	40.05
2	Mr. Raju Ajmera **PAN:** ADHPA6565A **Add:**25, Ved Vatika Colony, New Sanganer Road, Sodala, Shyam Nagar, Jaipur, Rajasthan-302 019.	Promoter	N.A.	100	0.00	35,00,000	35,00,100	9.16
3	Mr. Abhishek Khandelwal **PAN:** EFZPK1858E **Add:** Plot no. A-98, Shiv Nagar, 21 South, Niwaru Road, Jaipur – 302 012.	Non-Promoter	N.A.	-	-	40,00,000	40,00,000	10.47
4	Ms. Najiya Bano **PAN:** DVRPB5191L **Add:** A-98, Shiv Nagar, Niwaru Road, Jhotwara, Near 21 South, Jaipur, Rajasthan-302 012.	Non-Promoter	N.A.	-	-	37,00,000	37,00,000	9.68

	Mr. Bharu Ram **PAN:** CLVPB7183D **Add:** Pratappura, Chittora Renwal, Rajasthan – 303 904.	Non-Promoter	N.A.	10,513	0.13	37,00,000	37,10,513	9.71
6	Mr. Rahul Khurana **PAN:** CDFPK5751A **Add:** 780, Sindhi Colony, Adarsh Nagar, Jawahar Nagar, Jaipur, Rajasthan – 302 004.	Non-Promoter	N.A.	-	-	14,50,000	14,50,000	3.79
7	Ms. Sheetal Jain **PAN:** CBJPJ4067L **Add:** 100, Mahavir Nagar II, Maharani Farm, Durgapura, Jaipur, Rajasthan – 302 018.	Non-Promoter	N.A.	-	-	14,50,000	14,50,000	3.79
8	Mr. Ajay Dahiya **PAN:** AIPPD4125L **Add:** 291, Near Shiva Temple, Bir Dhana (108), Jhajjar, Haryana – 124 102.	Non-Promoter	N.A.	-	-	17,00,000	17,00,000	4.45
	Total			**48,07,724**	**58.49**	**3,00,00,000**	**3,82,20,000**	

17. Other Disclosures:

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said convertible equity warrants to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares upon the conversion of the warrants would be within the Authorised Share Capital of the Company.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its Members and therefore, recommends the Special Resolution as specified under item no. 4 of the accompanying notice for the approval of the members of the company.

Mr. Mukesh Manveer Singh and Mr. Raju Ajmera, the promoters of the Company, may be deemed to be interested in the resolution to the extent of warrants are proposed to be allotted to them. Except them, none of the Directors, Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the above resolution. However, they may be deemed to be concerned to the extent of change in the percentage of their voting rights in the post equity shareholding in the company, if any.

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

Place: Jaipur
Date: July 26, 2021

DSML

NSE Listed

CIN: L52190RJ2008PLC027160

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 **July 26, 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.	Increase the Authorised Share Capital of the Company and consequential amendment in the Capital Clause in the Memorandum of Association of the Company.			
2.	Issue of Equity Shares through Preferential Allotment/ Private Placement			

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, July 23, 2021.

2. Members have the option either to 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. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Company at its registered office address situated at Debock House, 51, Lohiya Colony, 200 ft, Bypass, Vaishali Nagar, Jaipur – 302021 in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. (However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.)

4. 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.

5. 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.

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

7. Postal Ballots cannot be exercised by Proxies.

8. 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, August 29, 2021. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.

9. 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).

10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the shareholders as on July 23, 2021.

11. 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.

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