

ANNUAL REPORT FOR THE FINANCIAL YEAR 2018-19

OF

DEBOCK SALES AND MARKETING LIMITED

(CIN: L52190RJ2008PLC027160)



INDEX

<u>S.NO</u>	<u>CONTENTS</u>
1.	Chairman Message
2.	Financial Highlights
3.	Corporate Information
4.	Notice of Annual General Meeting
5.	Director's Report and its Annexures
6.	Independent Auditor's Report
7.	Audited Financial Statement
8.	Proxy Form, Polling Paper
9.	Attendance Slip
10.	Route Map

The Ministry of Corporate Affairs has taken a “**Green Initiative in the Corporate Governance**“ by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Reports can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail address, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to get their e-mail address registered with Link Cameo Corporate Service Limited, RTA of the Company.

11th Annual General Meeting**Monday, 30th September, 2019****Venue:** 51, Lohiya Colony, Near 200ft Bypass, Vaishali Nagar, Jaipur 302021 Rajasthan.

CHAIRMAN MESSAGE

My Dear Fellow Members,

It give me immense pleasure to communicate with you the 11th Annual Report of the Company.

In the Financial year 2018-2019 your company completed its 11 successful years, and this success would not have been possible without the unstinted support and cooperation of all stakeholders and our satisfied customers.

The aim is to recognize our accomplishments during the Financial Year 2018-19 and to share with you our outlook and plans for the future. I am gratified with the continued growth of market share in the arena of “Agricultural Equipments” and “Hospitality Services” and newly launched “FMCG Products”. I am more excited about the pace and scale of execution that our Company is undertaking to fulfil our unwavering aim of creating long term shareholder value.

The single largest contributing Sector to the Indian Economy is the Agriculture. It alone accounts for up to 16% of the Indian GDP. GST was supposed to have more of a greater indirect impact on the Agriculture Sector. GST was supposed to bring about a paradigm shift in the transportation industry. Slow and plagued transportation was a major reason for inappropriate distribution of agricultural products as well as their cost. GST was touted to create a unified and first of its kind National Market for the agricultural products. The impact of GST on agricultural sector is foreseen to be positive. GST is essential to improve the transparency, reliability, timeline of supply chain mechanism.

Under the Goods and Service Tax, the hospitality sector stands to reap the benefits of standardized and uniform tax rates, and easy and better utilization of input tax credit. The Indian hospitality and tourism industry, which was pegged at US\$ 136.2 billion at the end of 2016, is one of the sectors which will see major changes post-July. The Tourism and Hospitality industry in India is expected to grow to US\$ 280.5 billion by 2026, and the initial hiccups after GST implementation are highly unlikely to impede this growth.

India is a hub of FMCG brands. There are huge national and multinational brands catering their products to millions of people and generating immense capital. These are the multimillion names that can are altering the retail industry with their innovative marketing strategies. The Company is planning to fit its name in the name of those big companies by providing quality FMCG products which were launched in the last Annual General Meeting.

The performance of the company in FY 2018-2019 turned negative in terms of profit. The Company registered loss this year due to increase in expenses and interest cost, high fixed overhead costs, increased cost of statutory compliance, transition losses from earlier tax regime to GST and slump in margins, company suffered high financial losses in current financial year as compared to profits in previous year:

- Our total revenue for the year 2018-2019 is Rs. 20,41,68,498/- as compared to the previous year 2017-2018 of Rs. 17,62,13,197_-/-.
- Our Loss before tax for the year 2018-2019 is Rs. 45,01,304/- as compared to the previous year 2017-2018 Profit of Rs. 99,88,422/-.

I strongly feel that focus will lead to depth, and depth will lead to excellence. I continue to act as the Chairman of the Board, mentoring and advising the Board for your Company’s strategy and future road map, ensuring highest levels of corporate governance at all times.

The business environment around us continues to remain challenging and competitive, and is likely to remain the same. With our diversified product line, passionate employees and your undying support, I am confident that we will continue to deliver growth that is consistent, competitive, profitable and responsible. I would like to thank all our stakeholders, for accompanying us on the exciting journey ahead. We will continuously seek and strive to do good, act better, and do what is best for us and society at large.

Annual Report 2018-19



Before I conclude, I am thankful to all our Stakeholders, our Bankers, our Investors, our vendors and most importantly our customers for their trust and faith and looking forward to your continued support and best wishes.

Thank you,

Sd/-

MukeshManveer Singh

Chairman & Managing Director

FINANCIAL HIGHLIGHTS

Particulars	2014-15	2015-16	2016-17	2017-18	2018-19
Revenue	4,05,32,851	10,16,93,767	16,07,06,563	17,58,82,657	20,41,68,498
EBIDTA	33,27,860	86,54,069	7,484,794	1,72,06,341	1,89,59,128
Reserve/ Surplus	4,85,377	11,58,233	63,00,135	12,55,51,856	14,32,50,553

CORPORATE INFORMATION

BOARD OF DIRECTORS

1. **Mr. Mukesh Manveer Singh**
Chairman and Managing Director
2. **Mr. Arvind Rao**
Independent Director
3. **Mr. Kailash Brahmabhatt**
Independent Director
4. **Mr. Harshadkumar Jashwantlal Patel**
Independent Director (Resigned on 13th August, 2019)
5. **Ms. Jyoti Choudhary**
Independent Director
6. **Ms. Vadana Patidar**
Additional Director and Chief Executive Officer
7. **Ms. Nishu Goyal**
Chief Financial Officer
8. **Mr. Bharat Singh Charan**
Company Secretary cum Compliance Officer

STATUTORY AUDITORS

M/s Mittal & Associates,,
Chartered Accountants (Firm Registration No. 106456W)

SECRETARIAL AUDITORS

Ayush Khandelwal & Associates
Company Secretaries, Jaipur

INTERNAL AUDITORS

M/s Dee Arth Integrated Service LLP

REGISTRAR AND TRANSFER AGENT

Cameo Corporate Services Limited

Subramanian Building No. 1, Club House Road, Chennai – 600 002

Tel: +91 - 44 - 2846 0390, +91 - 44 - 2846 1989

Email: cameo@cameoindia.com

BANKERS

Yes Bank Limited
Equitas Small Finance Bank
Central Bank of India

REGISTERED OFFICE

51, Lohiya Colony, 200ft Bye Pass, Vaishali Nagar Jaipur 302021

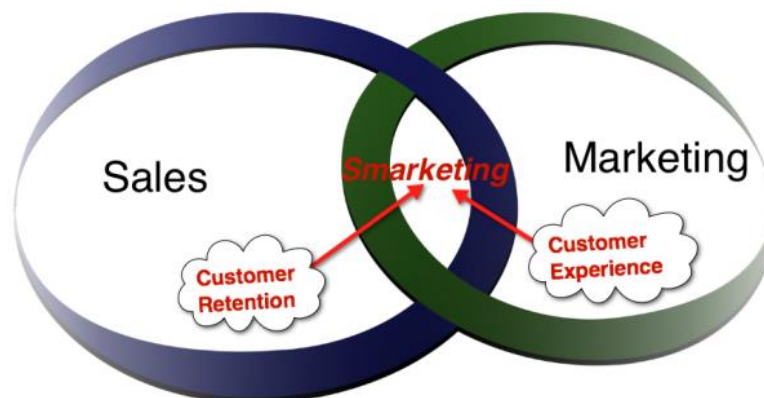
CIN: L52190RJ2008PLC027160

info@debockgroup.com

www.debockgroup.com

OUR PRODUCTS AND PORTFOLIO**Hotel Debock Inn**

Hotel Debock Inn, Deoli ,Tonk delivers exceptional service, artful decor and an array of luxury amenities with unparalleled environment responsibility. With a refreshing mix of Indian heritage and high-tech hospitality, Hotel Debock Inn, Deoli is a leading environmentally sensitive business hotel in Tonk, Rajasthan. Hotel Debock Inn gives all gives services like 24-hour concierge & front desk, Wake-up calls, Taxi Arrangement, Dr. On Call ,24hr room service, Green and open surroundings, Rich design, Spotless and very much kept up rooms and hygienic food available in hotel. The offices are cutting edge and tuned in to the times, the climate is casual and the staff very friendly and soft spoken nature with every client.

**Sales and Marketing**

Debock Sales and Marketing Limited is one of the fastest growing Rajasthan based Sales and Marketing Company, is an outcome of the professional entrepreneurship of its highly experienced and competent management team. Their focus and passion is to establish a high quality, customer centric and Service Driven Sales and Marketing company catering and valuing the smallest needs of people of India. The association of the company with the finest pedigree investors reflects company's sustainable growth and synergies. At their best, both sales and marketing are opportunities for the creation of mutual benefit.

What you at last need from a purchaser is not a deal, but rather a relationship amongst purchaser and seller. Connections should be based on trust, keeping in mind the universe of offers absolutely considers the likelihood of persuading a purchaser to purchase something they know they needn't bother with, this requires incredible expertise and results in an awry transaction—one that is to the essential formal of one and only gathering. Marketing is a widely used term to describe the communication between a company and the consumer audience that aims to increase the value of the company or its merchandise or, at its simplest, raises the profile of the company and its products in the public mind. The purpose of marketing is to induce behavioural change in the receptive audience.



Agriculture Products

Farming is a boundless industry covering diverse parts of agricultural procedures/methods, agro nourishment generation, and agricultural assets, hardware, manures, gear, and so forth. There are number of dependable Horticulture Products Makers in the business sector. According to your particular necessities and requests, you can pick the sellers. In India, Agribusiness industry tremendously adds to the economy. The agricultural practice is exceedingly reverential to advancement of subsistence cultivating techniques and also sufficient usage. In your everyday life, you devour and utilize "N" number of agricultural products.



Our Plant

NOTICE

To The Members of the Company,

Notice is hereby given that the 11th Annual General Meeting (AGM) of the members of Debock Sales and Marketing Limited will be held on Monday, 30th September, 2019 at 3.00 PM at the registered office of the Company at 51, Lohiya Colony, Vaishali Nagar, Jaipur 302021 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the financial statements of the Company for the financial year ended 31st March, 2019 together with Reports of the Directors and Auditors thereon, pass the following resolution as Ordinary Resolution:
2. To appoint Mr. Mukesh Manveer Singh (DIN: 01765408) who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:
3. To consider and approve the appointment of Statutory Auditors of the Company to hold office for a period of Five years until the conclusion of the 16th Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

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

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s Mittal & Associates, Chartered Accountants (Firm Registration No. 106456W), Mumbai, be and are hereby appointed as the Statutory Auditors of the Company, at a remuneration as may be mutually agreed to, between the Board of Directors and the Auditors, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them, to hold office of Statutory Auditor till the conclusion of the Sixteenth Annual General Meeting.”

**By order of the board
For Debock Sales and Marketing Limited**

Place: Jaipur
Date: 05.09.2019

Sd/-
Bharat Singh Charan
Company Secretary
M.No. A45044

NOTES:

1. As per Section 105 of the Companies Act, 2013, A Member entitled to attend and vote at the meeting is entitled to appoint proxy/ proxies to attend and vote instead of himself and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
Proxies submitted on behalf of Companies, Societies, Partnership Firms, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member organization.
2. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, with the Stock Exchanges, are forming part of the Notice to Annual General Meeting as Annexure “A”.

3. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2019 to 30th September, 2019 .
4. In terms of Section 152 of the Act, Mr. Mukesh Manveer Singh, Director, retire by rotation at the Meeting and being eligible, offer himself for reappointment. The Human Resources, Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company recommend the re-appointment.
5. Mr. Mukesk Manveer Singh is interested in the Ordinary Resolution set out at Item Nos. 2, of the Notice with regard to his re-appointment. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of the Notice.
6. Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the “**Annexure**” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.
7. Keeping in view the requirements set out in the Act, the Audit Committee and Board of Directors of the Company have recommended appointment of M/s Mittal & Associates, Chartered Accountants (Firm Registration No. 106456W), as Auditors of the Company for next five Financial Years, at such remuneration as shall be fixed by the Board of Directors of the Company.
8. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (that is, except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / Cameo Corporate Services Ltd, the Registrar and Transfer Agent.

The Company or its Registrars and Transfer Agents, M/s Cameo Corporate Services Ltd cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
12. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the company or M/s Cameo Corporate Services Ltd.
13. Non-Resident Indian Shareholders are requested to inform M/s Cameo Corporate Services Ltd the Registrar and Share Transfer Agent of the Company immediately about:
 - i) The change in the Residential status on return to India for permanent settlement.
 - ii) The particulars of the Bank Account maintained in India with complete name, branch, and account type, account number and address of the Bank, if not furnished earlier.

14. Members requiring information on the accounts are requested to write to the company at least 10 (Ten) days before the date of the meeting to enable the company to furnish the information.
15. Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company, to support the MCA's Green Initiative in the Corporate Governance.
16. **Members are requested to:**
 - i) Intimate change in their Registered Addresses, if any, in respect of Equity Shares held in electronic form (Dematerialized form) to their Depository Participant(s).
 - ii) Intimate the Registrar & Share Transfer Agent about any change in their Registered Addresses in respect of equity shares held in physical form.
 - iii) Quote the registered folio number / DP-ID and CL-ID in all future correspondence.
 - iv) To address their grievances to the Company Secretary at the Registered Office of the Company.
17. Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the meeting.
18. Members are informed that in case of Joint holders attending the meeting; only the joint holder whose names appear first in Register of members will be entitled to vote.
19. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
20. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
21. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
22. Members may kindly note that bags, eatables, laptops, arms, ammunitions or any other harmful/dangerous objects are not allowed inside the Auditorium at the meeting venue.
23. Members may also note that the Notice of 11th Annual General Meeting and Annual Report for the year 2018-2019 is also available on the website of the company www.debockgroup.com for downloading purpose.
24. Company is exempted from conducting E – Voting vide Rule 20(2) of Companies (Management & Administration) Amendment Rule, 2015. So voting will be conducted by means of ballot paper at the Annual General Meeting.

**By order of the Board
For Debock Sales and Marketing Limited**

**Sd/-
Bharat Singh Charan
Company Secretary
M.No A45044**

Place: Jaipur
Date: 05.09.2019

Annexure

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

S.No	Name	Mr. Mukesh Manveer Singh
1.	Date of Birth	30/06/1977
2.	Date of Appointment	02/03/2009
3.	Qualifications	He has completed his senior secondary from Rajasthan Board.
4.	Expertise in specific functional Area	He has an experience of around 18 years in Construction and Real Estate Development, manufacturing agriculture equipment, Hospitality Services & Sale of ACE Tractors. He is the guiding force behind all corporate decisions and is responsible for the entire business operations
5.	Terms and Conditions of appointment / re-appointment	As per the resolution passed by the members at the Extra Ordinary General Meeting held on 25 th May, 2017, Mr. Mukesh Manveer Singh was appointed as a Managing Director, liable to retire by rotation
6.	Remuneration last drawn	Rs. 240,000/-
7.	Directorship held in other public companies (Excluding foreign companies and Section 8 Companies)	Nil
8.	Memberships/Chairmans hips of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee)	Nil
9.	Number of shares held in the company	4807624 (as on 31 st March, 2019)
10.	Relationship between Directors inter-se	NIL

DIRECTOR'S REPORT

To,
The Shareholders,

Your Directors have pleasure in presenting the Eleventh Annual Report of the Company on the business and operations of the Company together with the Audited financial accounts for the financial year ended on 31st March, 2019.

1) Financial Performance & Highlights

(Rs. In lakhs)

Particulars	March 31, 2019	March 31, 2018
Revenue From Operations (Gross)	20,20,11,479	17,58,82,657.86
Less: Excise Duty	0	0
Revenue from operations (Net)	20,41,68,498	17,58,82,657.86
Other Income	21,57,019	3,30,539.00
Total Revenue	20,41,68,498	17,62,13,196.86
Profit before Depreciation, Interest and Tax Expenses	1,89,59,128	1,72,06,341.24
Less: Finance Cost	1,19,81,041	35941.27
Profit before Depreciation and Tax Expenses	69,78,087	17170399.97
Less: Depreciation	41,41,537	26,99,246.00
Net Profit before Tax	28,36,549	1,44,71,153.97
Less: Current Tax	7,37,503	33,63,267.00
Less: Deferred Tax	66,00,351	11,19,465.56
Net Profit after Tax	45,01,304	99,88,421.41

2) Brief description of the Company's working during the year/State of Company's affair (objects, performance)

The Company continued its Hotel Segment, Sales and Marketing Business. During the year under review, the Company registered revenue of Rs 2020.11 lacs as against revenue of Rs.1758.82 lacs during preceding financial year.

3) State of Company's Affairs and Future Outlook

Your Directors are optimistic about company's business and hopeful of better performance with increased revenue in the coming year. There was no change in the nature of business of Company.

4) Dividend:

During the period under review, the Company suffered losses therefore it would be prudent, not to recommend any Dividend.

5) **Transfer of Unclaimed Dividend to Investor Education and Protection Fund**

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

6) **Transfer to Reserves & Surplus**

During the period under review, loss of Rs. 45.02 Lacs has been transferred to General Reserve of the Company.

7) **Share Capital & Unclaimed Shares :**

During the period under review, the Authorised share capital of the Company was Rs. 8.5 Crores, the Company came up with an IPO and issued 22.2 Lakhs equity shares. The updated Paid up Share Capital of the Company as on signing of this report is Rs. 8.22 crores.

- **Issue of equity shares with differential rights**

Your Company has not issued equity shares with differential rights for the financial year 2018-19 as provided in rule 4(4) of Companies (Share Capital and Debentures) Rules, 2014.

- **Issue of sweat equity shares**

Your Company has not issued sweat equity shares for the financial year 2018-19 as provided in rule 8 (13) of Companies (Share Capital and Debentures) Rules, 2014.

- **Issue of employee stock**

Your Company has not issued employee stock option for the financial year 2018-19 as provided in rule 12 (9) of Companies (Share Capital and Debentures) Rules, 2014.

- **Provision of money by company for purchase of its own shares by employees or by Trustees for the benefit of employees: N.A.**

The Company has no other type of securities except equity shares forming part of paid up capital.

8) **Depository Participant**

Your Company's equity shares are available for dematerialization through National Securities Depository Limited and Central Depository Services India Limited.

9) **Listing on Stock Exchange:**

Debock Sales and Marketing Limited got its shares listed on the SME Platform of NSE i.e. NSE Emerge on June 05, 2018. The listing fee has not been duly paid to the exchange for the financial year 2018-2019.

10) Director's & Key Managerial Personnel

In accordance with the provisions of section 149, 152 & Article 105 to 110 of Article of Association of the Company and other applicable provisions of the Companies Act, 2013, one third of the of Directors who are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM.

Consequently Mr. Mukesh Manveer Singh , Director of the Company is liable to retire by rotation in the forthcoming Annual General Meeting and being eligible, offers himself for reappointment. The Board recommends their reappointment for the consideration of Members of the Company at the ensuing Annual General Meeting.

The details of Directors being recommended for reappointment as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are contained in the accompanying Notice convening the ensuing Annual General Meeting of the Company. Appropriate Resolution(s) seeking your approval to the appointment/ re-appointment of Directors are also included in the Notice.

During the year under review, there is change in the Board of Directors & KMP of the Company, details of which are as follows:

Directors:

- a) Mr. Ashok Mahawar and Ms. Priyanka Sharma have resigned from Directorship on 6th September, 2018.
- b) Mr. Harshad Kumar Jashwantlal Patel resigned on 13th August , 2019

KMP:

- a) Ms. Tripti Sharma resigned as Company Secretary on 13th June, 2018.
- b) Ms. Ramita Kumawat appointed as Company Secretary cum Compliance Officer w.e.f. 7th August, 2018 till 10th September, 2018
- c) Mr. .Bharat Singh Charan appointed as Company Secretary cum Compliance Officer w.e.f. 28th September, 2018.
- d) Ms. Vandana Patidar was appointed as Chief Executive Officer of the Company w.e.f. 15th March, 2019
- e) Ms. Vandana Patidar, appointed as an Additional Director Designated as Chief Executive Officer of the Company w.e.f. 30st May, 2019;

The following were the Key Managerial Personnel of the Company for the Financial Year 2018-19:

S. No	Name of Person	Designation
1.	Mr .MukeshManveer Singh	Chairman & Managing Director
2	Mrs. NishuGoyal	Chief Financial Officer
3	Ms.Tripti Sharma	Company Secretary & Compliance Officer till 13.06.2018
4.	Ms. Ramita Kumawat	Company Secretary & Compliance Officer w.e.f. 7 th August, 2018 till 10 th September, 2018
5.	Mr. Bharat Singh Charan	Company Secretary & Compliance Officer W.e.f. 28.09.2018
6.	Ms. Vandana Patidar	Chief Executive Officer 15 th March, 2019

11) COMPOSITION OF BOARD AND STATUTORY COMMITTEES FORMED THEREOF**Board of Directors**

During the period under review, the Board of the Company comprises of Eight Directors out of which one is Managing Director, rest two Directors were Promoter Directors and rest of the Directors were Non-Executive Independent Directors. The maximum gap between any two board meetings is not more than 120 days. During the financial year 2018-19, there were Nine (9) meetings of the board held, the details of the number of Meetings of the Board held on 11.05.2018; 13.06.2018; 07.08.2018; 06.09.2018; 28.09.2018; 05.11.2018; 13.11.2018; 07.01.2019; and 15.03.2019.

Name	Attendance at Meetings			Number of other Directorship & Committee Membership / Chairmanship**		
	No. of Board Meetings		Last AGM	Other Directorship*	Committee Membership	Committee Chairmanship
	Meetings held during Tenure	Meetings Attended				
Promoters						
Mukesh Manveer Singh	9	9	Yes	5	0	0
Ashok Kumar Mahawar	4	3	No	0	0	0
Priyanka Sharma	4	2	No	3	0	0
Independent Directors						
Harshadkumar Jashwantlal Patel	9	7	Yes	1	0	0
Kailash Brahmabhatt	9	7	Yes	0	0	0
Arvind rao	9	8	Yes	0	0	0
Jyoti Choudhary	4	4	Yes	1	0	0

*Directorships and Committee member/Chairmanship in other companies mentioned above excludes directorships in private limited companies, unlimited companies, foreign companies and companies incorporated under section 8 of the Companies Act, 2013.

**While calculating the number of Membership / Chairmanship in Committees of other companies, Membership / Chairmanship of only Audit Committee and Stakeholders Relationship Committee have been considered pursuant to Regulation 18 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Director is a member in more than ten committees and act as a Chairman in more than five committees across all companies in which he is a Director.

Audit Committee:

During the financial year 2018-19, five (5) meetings of the Audit Committee were held on 11.05.2018; 06.09.2018; 05.11.2018; 13.11.2018; and 15.03.2019. The details of the composition of the committee and attendance at its meeting are set out in the following table:

Sr. No.	Name of the Director	Status	Meetings held	Meetings attended
1.	Mr. Harshadkumar Jashwantlal Patel*	Chairman	5	5
2.	Mr. Arvind Rao	Member	5	5
3.	Mr. Kailash Brahmabhatt	Member	5	5

*Mr. Harshad kumar Jashwantlal Patel resigned on 13th August , 2019

Nomination and Remuneration Committee:

During the financial year 2018-19, two (2) meetings of the Nomination and Remuneration Committee held 06.09.2018 and 15.09.2019. The details of the composition of the committee and attendance at its meeting are set out in the following table:

Sr. No.	Name of the Director	Status	Meetings held	Meetings attended
1.	Mr. Arvind Rao	Chairman	2	2
2.	Mr. Harshadkumar Jashwantlal Patel*	Member	2	2
3.	Mr. Kailash Brahmabhatt	Member	2	2

* Mr. Harshad kumar Jashwantlal Patel resigned on 13th August , 2019

Date of Meeting of Stakeholders Relationship Committee:-

During the financial year 2018-19, 1(One) Stakeholders Relationship Committee was held on 06.09.2018. The details of the composition of the committee and attendance at its meeting are set out in the following table:

Sr. No.	Name of the Director	Status	Meetings held	Meetings attended
1.	Mr. Harshadkumar Jashwantlal Patel*	Chairman	1	1
2.	Mr. Arvind Rao	Member	1	1
3.	Mr. Kailash Brahmabhatt	Member	1	1

* Mr. Harshad kumar Jashwantlal Patel resigned on 13th August , 2019.

12) Formal Annual Evaluation

The Companies Act, 2013 states that a formal annual performance evaluation needs to be made by the Board of its own performance, the directors individually as well as the evaluation of its Committees. As per Schedule IV of the Companies Act, 2013, the performance evaluation of independent directors, shall be done by the entire Board of Directors, excluding the director being evaluated. The evaluation of all directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

11. Declaration by an Independent Director(s) and re- appointment, if any

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, confirming that he meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

12. Finance & Accounts

Your Company prepares its Financial Statements in accordance with the Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with the relevant rules issued there under and other accounting principles generally accepted in India. The estimates and judgments relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner. The form and substance of transactions reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2019. Bank, Cash and cash equivalents as at

March 31, 2019 was Rs. 15.16 Lakhs. The Company continues to focus on judicious management of its working capital, Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

13. Subsidiary Companies/Joint Venture/ Associates Company

The Company does not have any Subsidiary/Joint Venture/Associates Company as on 31.03.2019.

14. Consolidated Financial Statements :-

The Company has no Subsidiary, Associate or Joint Venture and therefore question of Consolidated Financial Statements do not arise.

15. Management Discussion & Analysis Report

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March, 2019 as Annexure-A.

16. Auditors:-

a) Statutory Auditors:-

M/s Mittal & Associates, Chartered Accountants (Firm Registration No. 106456W) were appointed by the shareholders at the Extra Ordinary General Meeting held on 2nd February, 2019 due to casual vacancy caused by resignation of M/s. Mohonot Puneet and Associates.

The Board of Directors hereby recommends the appointment of M/s Mittal & Associates, Chartered Accountants (Firm Registration No. 106456W) as Statutory Auditors of the Company to be placed before the shareholders for their approval.

The Company has received a confirmation from the said Auditors that they are not disqualified to act as the Auditors and are eligible to hold the office as Auditors of the Company. Necessary resolution for appointment of the said Auditors is included in the Notice of AGM for seeking approval of members.

Independent Auditor's Report:- There were certain observations and remarks raised by the Auditors of the Company in CARO Report. Apart from that, the Independent auditor's report is self-explanatory and since it does not contain any qualifications, reservations or adverse remarks. Therefore, needs no comments.

b) Cost Auditors:-

The Central Government has not prescribed maintenance of cost record for the business activity in which the Company is engaged; therefore the provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Amendment Rules, 2014 are not applicable to the Company.

c) Secretarial Audit:-

In terms of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the has appointed, M/s. Ayush Khandelwal & Associates, Practicing Company Secretaries, Jaipur (Membership no. 41316) & (CP No 19171) as a Secretarial Auditors of the Company. There are certain observations and remarks made by Secretarial Auditors of the Company by the Company Secretary in Practice (Secretarial Auditor) in the Secretarial Audit Report. The report of the Secretarial Auditors is enclosed as **Annexure B** to this report.

d) Internal Auditors:-

The Board has appointed M/s Dee Arth Integrated Service LLP as Internal Auditors for a period of one year ended March 31, 2019 under Section 138 of the Companies Act, 2013 and they have completed the internal audit as per the scope defined by the Audit Committee.

17. Vigil Mechanism / Whistle Blower Policy

As per the provisions of Companies Act, 2013, every Listed Company shall establish a vigil mechanism (similar to Whistle Blower mechanism). In pursuance of the provisions of section 177(9) & (10) of the Companies Act, 2013, a vigil mechanism/ whistle blower policy for directors and employees to report genuine concerns has been established and approved by Board.

18. Risk Management

In today's economic environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. The risk management framework is reviewed periodically by the Board and the Audit Committee. Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the company should have developed and implemented Risk management policy for the Company including identification therein of elements of risk. Your Company has identified the following risks:

(A) Commodity Price Risk

Risk of price fluctuation on basic raw materials as well as finished goods used in the process of manufacturing. Your Company commands excellent business relationship with both suppliers and buyers. In case of major fluctuation either upwards or downwards, the matter will be mutually discussed and compensated both ways. Also by focusing on new value added products helps in lowering the impact of price fluctuation in finished goods.

(B) Interest Rate Risk

Any increase in interest rate can affect the finance cost. Your Company's dependency on interest bearing debt is reasonably low therefore risk on account of any unforeseen hike in interest rate is very nominal.

(C) Human Resource Risk

Your Company's ability to deliver value is dependent on its ability to attract, retain and nurture talent. Attrition and non availability of the required talent resource can affect the overall performance of the Company. By continuously benchmarking of the best HR practices across the industry and carrying out necessary improvements to attract and retain the best talent. By putting in place production incentives on time bound basis and evaluating the performance at each stage of work. Also recruitment is across almost all states of India which helps to mitigate this risk and we do not anticipate any major issue for the coming years.

(D) Competition Risk

The increase in competition can create pressure on margins, market share etc. However, by continuous efforts to enhance the brand image of the Company by focusing on, quality, cost, timely delivery, best customer service and by introducing new product range commensurate with demands, your Company plans to mitigate the risks so involved.

(E) Compliance Risk

Any default can attract penal provisions. Your Company regularly monitors and reviews the changes in regulatory framework through various legal compliance management tools to avoid any such compliance related risk.

(F) Industrial Safety, Employee Health and Safety Risk

The Electrical industry is labour intensive and is exposed to accidents, health and injury risk due to machinery breakdown, etc. By development and implementation of critical safety standards across the various departments of the factory, establishing training need identification at each level of employee.

19. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

20. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

There are no significant and material order passed by the Regulators/ court that would impact the going concern status of the company and its future operations.

21. Deposits

Your Company has not accepted any deposits within the meaning of Section 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

22. Information Pursuant to Rule -5 of the Companies (Appointment and Remuneration) of Managerial Person, Rule 2014 of the Companies Act, 2013 :-

None of the Employee is in receipt of remuneration in excess of limits prescribed under Rule 5(2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, i.e The Company has not employed any employee for any post that has paid remuneration in excess of Rs.1,02,00,000/- per annum or in excess of Rs.8,50,000/-per month.

23. Particulars of Loans, Guarantees or Investments

Details of Loan, Guarantees and investments covered under the provisions of section 186 of the Companies Act, 2013 are given in the notes to Financial Statements.

24. Particulars of Contracts or Arrangements with Related Parties

All transactions entered with the Related Parties during the financial year were in the ordinary course of business and on Arm's Length Basis and do not attract the provisions of section 188 of the Companies Act, 2013 and rules made there under. Disclosure in form AOC- 2 in terms of section 134 of the Companies Act, 2013 and its rules in the **Annexure-C** to the directors report.

Related party transactions have been disclosed under significant accounting policies and notes forming part of the financial statements in accordance with "Accounting Standard 18". None of the transactions with related parties were in conflict with the interest of the Company. All the transactions are in the normal

course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length basis or fair value.

25. Environment and Safety

Your Company is driven by principles of sustainability incorporating environment, employees and society aspects in all our activities. We are focused on employee well-being, developing safe and efficient products, minimizing environmental impact of our operations and products and minimizing the impact of our operations on society. Your Company is conscious of the importance of environmentally clean and safe operations and ensure of all concerned, compliances, environmental regulations and preservation of natural resources. Debock Sales & Marketing Limited recognizes quality and productivity as a pre-requisite for its operations and has implemented **ISO 9001:2000**. Continuous efforts to preserve the environment are pursued.

Employees' well-being and safety is of paramount importance to us. Creating a safe and healthy work environment is the most material issue in our operations. The focus is to continuously improve our health and safety performance. Our operations are comparatively safe and do not use significant amount of hazardous materials. All our employees are provided with relevant personal protective equipment according to the nature of work handled. They are also imparted relevant training on safety and handling of hazardous materials.

26. Corporate Social Responsibility Initiatives

As per provisions of Section 135 of the Company Act 2013, and rules made there under, the CSR is not applicable on your company for the Financial Year 2018-19.

27. Directors Responsibility Statement

To the best of knowledge and belief and according to the information and to the information and explanation obtained by them, your directors make the following statement in terms of section 134(3) (c)

- a) In the preparation of Annual Accounts of the Company, the applicable Accounting Standards have been followed along with proper explanation relating to material departures from the same, if there any.
- b) The Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true & fair view of the state of affairs of the Company at the end of the financial year ended March 31, 2018 and of the Profit of the Company for the year ended on that date.
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularity.
- d) The Directors have prepared the Annual Accounts of the Company on a going concern basis.
- e) The Directors have laid down internal financial control to be followed by the company and such internal financial control are adequate and were operating effectively; and
- f) The Directors have devised proper system to ensure compliance with the provision of all applicable law and that such system operating effectively.

28. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

As per section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the information on conservation of energy, technology absorption and foreign exchange earnings and outgo is annexed in **Annexure-D** an integral part of this report.

29. Internal Control Systems and Their Adequacy

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit

recommendations. The Audit Committee gives valuable suggestions from time to time for improvement of the company's business processes, systems and internal controls. All efforts are being made to make the internal control systems more effective.

30. Nomination And Remuneration Policy of Directors, Key Managerial Personnel and Other Employees

In adherence of section 178(1) of the Companies Act, 2013, the Board of Directors of the have approved a policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided u/s 178(3), based on the recommendations of the Nomination and Remuneration Committee. The broad parameters covered under the Policy are – Objective, Role of Committee, Appointment and removal of directors/KMP/ Senior Management, Terms & tenure, Evaluation, Policy For Remuneration To Directors/ KMP/ Senior Management Personnel etc.

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in **Annexure-F** and forms part of this Report.

31. Human Resource Management, Health and Safety

At Debock sales and Marketing Limited (DSML), we consider our employees as the most valuable resource and ensure strategic alignment of Human Resource practices to business priorities and objectives. Our constant endeavour is to invest in people and people processes to improve human capital for the organization and service delivery to our customers. Attracting, developing and retaining the right talent will continue to be a key strategic imperative and the organization continues its undivided attention towards that. We would like to take this opportunity to express appreciation for the hard work and commitment of the employees of the Company and look forward to their continued contribution.

DSML strives to provide a conducive and competitive work environment to help the employees excel and create new benchmarks of productivity, efficiency and customer delight. At DSML, the Human Resource agenda continues to remain focused on reinforcing the key thrust areas i.e. being the employer of choice, building an inclusive culture and a strong talent pipeline and building capabilities in the organization. To maintain its competitive edge in a highly dynamic industry, we recognize the importance of having a work force which is consumer-focused, performance-driven and future-capable. In keeping with this, a number of policies and initiatives have been drawn up like regular employee engagement surveys, focusing on objective performance management system with key result areas and performance indicators. These initiatives ensure a healthy balance between business needs and individual aspirations.

At DSML, we ensure that there is full adherence to the code of ethics and fair business practices. RMC provide equal opportunity in all aspects of employment, including recruitment, training, work conditions, career progression, etc. that reconfirms our commitment that equal employment opportunity is a component of our growth and competitiveness. Further, DSML is committed to maintaining a workplace where each employee's privacy and personal dignity is respected and protected from offensive or threatening behaviour including violence. The Company believes in empowering its employees through greater knowledge, team spirit and developing greater sense of responsibility.

The company has a policy on prohibition, prevention and Redressal of Sexual Harassment of women at workplace and matters connected there with or incidental there to covering all the aspects as contained under "The Sexual Harassment of women at workplace (Prohibition, Prevention and Redressal) Act, 2013". During the year, no complaint was lodged.

32. Particulars of Employees

Ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year: -

The information required pursuant to Section 197 read with Rule 5 (1) (i) of The Companies (Appointment and Remuneration) Rules, 2014 in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial Year, (in Annexure G).

33. Annual Return

As required under Section 134(3)(a) of the Act, the Annual Return is put up on the Company's website and can be accessed at <http://debockgroup.com/Investors>

34. Dematerialisation of Shares

As now, your Company is listed from 5th June, 2018, the shares of your Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the Depository system, Members are requested to avail the facility of dematerialization of shares with either of the Depositories as aforesaid. As on today, 100% of the share capital stands dematerialized.

35. Internal Financial Control

According to Section 134(5) (e) of the Companies Act, 2013, the term financial control (IFC) means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of business, including adherence to the company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information.

To further strengthen the internal control process, the company has developed the very comprehensive compliance management tool to drill down the responsibility of the compliance from top management to executive.

36. Payment of Listing Fee

Your company has not paid Annual listing fee of NSE for the F.Y. 2018-19.

37. Cautionary Statement

Statements in this report, describing the Company's objectives, expectations and/or anticipations may be forward looking within the meaning of applicable Securities Law and Other laws & regulations. Actual results may differ materially from those stated in the statement. Important factors that could influence the Company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, availability of inputs and their prices, changes in the Government policies, regulations, tax laws, economic developments within the country and outside and other factors such as litigation and industrial relations. The Company assumes no responsibility in respect of the forward-looking statements, which may undergo changes in future on the basis of subsequent developments, information or events.

38. Acknowledgement

The Directors of your Company acknowledge a deep sense of gratitude for the continued support extended by Investors, Customers, Business Associates, Bankers and Vendors. Yours Directors place on record their appreciation for the significant contribution made by the employees at all levels through their hard work

Annual Report 2018-19



and dedication. The Directors also thanks the various Government and Regulatory Authorities and last but not the least the Shareholders for their patronage, support and faith in the company. The Board looks forward to their continued support in the years to come.

By the order of the Board
For Debock Sales & Marketing Limited
(Formerly known as Debock Sales & Marketing Pvt Ltd.)

Sd/-	Sd/-
MukeshManveer Singh	Kailash Brahmabhatt
DIN: 01765408	DIN: 07883524
Chairman & Managing Director	Director

Place: Jaipur
Dated: 05.09.2019

ANNEXURE “A” TO THE DIRECTOR’S REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

BUSINESS OVERVIEW

Incorporated in 2008, Our Company Debock Sales and Marketing Limited is Company engaged in the business of manufacturing of agricultural equipment. We are manufacturer and suppliers of range of agricultural equipment mainly Tractor Trolley, Agricultural Thresher, Mould Board Ploughs, Mounted Disc Ploughs, Tillers, Tanker, Combine Machine, Seed Drill Machine, Mounted Disc Harrows, Tractor Cultivators, Chaff Cutters etc. Our Company is also engaged in the hospitality services. Keeping in consideration the future concept of tourism in Rajasthan particularly in Deoli district area where there is no better option of hotels are available Company decided to commence its business in hospitality services by opening a class hotel (Hotel Debock Inn) in July 2015 at Deoli in Tonk District on NH -12 in July 2015. In this regard the Company entered into a MOU with Rajasthan Government. Our manufacturing facilities are located at Panwad Mod, NH-12, Gopipura Post, Deoli, Tonk Rajasthan and are well equipped with required facilities to facilitate smooth manufacturing process. We endeavor to maintain safety in our premises by adhering to key safety norms. Our manufacturing process is completely integrated from procurement of raw materials and final testing for direct use of our customers. Our Promoter, Mukesh Manveer Singh has around 18 Years of experience respectively in the Business of Real Estate Development, Hotels, Townships, manufacturing of Agriculture equipment and C & Fagent of ACE Brand Tractors for Rajasthan.

Our Strengths:

- Strong Presence in Jaipur.
- Well-known Brand Image and reputation.
- Focus on Quality Products.
- Well qualified and Experienced Management team.
- Cordial relationship between management and labour.

Factors affecting our results of operations:

Our Company’s future results of operations could be affected potentially by the following factors:

- Company’s ability to successfully implement our growth strategy;
- Changes in technology;
- Political Stability of the Country;
- Investment Flow in the country from the other countries;
- Competition from other players;
- Changes in law and laws and regulations;
- General economic and business condition;
- Operational guidance and support.

Opportunities

We believe there is significant demand of agricultural equipment mainly Tractor Trolley, Agricultural Thresher, Mould Board Ploughs, Mounted Disc Ploughs, Tillers, Tanker, Combine Machine, Seed Drill Machine, Mounted Disc Harrows, Tractor Cultivators, Chaff Cutters in this category across the country. There is a strong upturn in the hospitality sector as well.

Threats & Challenges

Unfavorable changes in government policies and the regulatory environment can adversely impact the performance of the sector.. Retrospective policy changes and regulatory bottlenecks may impact profitability and affect the attractiveness of the sector and companies operating within the sector.

Internal Financial Control Systems and Their Adequacy

The Companies Act, 2013 re-emphasizes the need for an effective Internal Financial Control system in the Company. The system should be designed and operated effectively. Rule 8(5)(viii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of Internal Financial Controls with reference to the financial statements to be disclosed in the Board's report.

The Company's internal control system is commensurate with the nature, size and complexities of operations. Adequate records and documents are maintained as required by laws. The company has established well defined policies and processes across the organization covering the major activities. The Company's audit Committee reviewed the internal control system on an ongoing basis keeping in mind the growth prospects and ever evolving business environment. Audit committee reviews proper implementation of corrective measures. All efforts are being made to make the internal control systems more effective.

To ensure effective Internal Financial Controls the Company has laid down the following measures:

- All legal and statutory compliances are ensured on a monthly basis. Non-compliance, if any, is seriously taken by the management and corrective actions are taken immediately. Any amendment is regularly updated by internal as well as external agencies in the system.
- Approval of all transactions is ensured through a pre-approved Delegation of Authority Schedule which is reviewed periodically by the management.
- The Company follows a robust internal audit process. Transaction audits are conducted regularly to ensure accuracy of financial reporting, safeguard and protection of all the assets. Fixed Asset verification of assets is done on an annual basis.

Risks and Concerns

Every business has both Risk and Return and they are inseparable. As a responsible management, the Company's principal endeavor is to maximize returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts. Our senior management identifies and monitors the risk on regular basis and evolves process and system to control and minimize it. With regular check and evaluation business risk can be forecasted to the maximum extent and thus corrective measures can be taken in time.

Human Resources

Management is doing successfully in building experienced team and nurturing them to be leaders. The main motive of the company is trust, integrity, teamwork, innovation, performance and partnership. Various Departments are headed by Professional Qualified Personal, helping our business to remain competitive, achieve greater success and newer milestone.

By the order of the Board
For Debock Sales & Marketing Limited
(Formerly known as Debock Sales & Marketing Pvt Ltd.)

Sd/-
Mukesh Manveer Singh
DIN: 01765408
Chairman & Managing Director

Sd/-
Kailash Brahmabhatt
DIN: 07883524
Director

Place: Jaipur
Dated: 05.09.2019

ANNEXURE “B” TO THE DIRECTOR’S REPORT

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
DEBOCK SALES AND MARKETING LIMITED
CIN: L52190RJ2008PLC027160
51, Lohiya Colony, 200ft Bye Pass Vaishali Nagar Jaipur RJ 302021

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DEBOCK SALES AND MARKETING LIMITED (CIN: L52190RJ2008PLC027160) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

We hereby report that:

- a) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have obtained the management representation about the compliances of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 (“Audit Period”) complied with the various statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015;
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not applicable to the Company during the Audit period);**
 - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit period);**
 - The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guideline, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014 notified on 28th October 2014; **(Not applicable to the Company during the Audit period);**
 - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008; **(Not applicable to the Company during the Audit period);**

We have also examined compliance with the applicable clauses of the Secretarial Standards on Meetings of the Board of Directors and on General Meetings issued by the Institute of Company Secretaries of India.

Based on our above mentioned examination and verification of records and information and explanations provided to us by the Management, Officers, Employees and staff of the Company, we report that during the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, etc. to the extent applicable, as mentioned above except followings:

- It was noticed that the Company has not applied for registration under following:*
 - Employees Provident Fund and Miscellaneous Provision Act 1952;*
 - Gratuity Act 1972*
- There were instances of late deposit and non-deposit of statutory dues under various statutes;*
- There were instances of late filing of various Statutory Forms and Returns under various enactments;*
- Non compliances to the Secretarial Standards at various occasions;*
- There were few instances where Company has given late intimation(s) to the Stock Exchange and made delay in Compliances pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.*
- During the year under review, the Notice of Annual General Meeting was not given within prescribed time. However the consent as per the provisions of Section 101 of the Companies Act, 2013 has not been complied with.*
- The Company is not able to pay its outstanding dues to agencies such as NSDL/CDSL, NSE and hence its scrip is suspended as on date of issue of this report and also the ancillary compliances with respect to disclosure of shareholding is not complied; The Company Bank Accounts are also marked as NPA;*
- The Company has not complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable; and*
- Some other non-compliances may be noticed and found in future with respect to current financial year.*

Annual Report 2018-19



We further report that:

- the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notices (Physical) were given to all Directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
- All decision of Board and Committees thereof were carried out with requisite majority.
- There were no dissenting views of the Members and hence all decisions were duly approved.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, *however their functioning seems to be adversely affected.*

We further report that during the Audit Period there were no following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For Ayush Khandelwal & Associates
Company Secretaries
FRN: S2017RJ527800

SD/-
Ayush Khandelwal
Proprietor
CP No. 19171

Place: Jaipur
Date: 05-09-2019

ANNEXURE “C” TO THE DIRECTOR’S REPORT

FORM NO. AOC.2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto :-

1. Details of contracts or arrangements or transactions not at arm's length basis

(a) Name(s) of the related party and nature of relationship: N.A.

(b) Nature of contracts/arrangements/transactions: N.A.

(c) Duration of the contracts/arrangements/transactions: N.A.

(d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.

(e) Justification for entering into such contracts or arrangements or transactions: N.A.

(f) Date of approval by the Board: N.A.

(g) Amount paid as advances, if any: N.A.

(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: N.A.

2. Details of material contracts or arrangement or transactions at arm's length basis: N.A.

(a) Name(s) of the related party and nature of relationship: N.A.

(b) Nature of contracts/arrangements/transactions: N.A.

(c) Duration of the contracts/arrangements/transactions: N.A.

(d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.

(e) Date(s) of approval by the Board, if any: N.A.

(f) Amount paid as advances, if any: N.A.

By the order of the Board

For Debock Sales & Marketing Limited

(Formerly known as Debock Sales & Marketing Pvt Ltd.)

Sd/-

Mukesh Manveer Singh

DIN: 01765408

Chairman & Managing Director

Place: Jaipur

Date: 05-09-2019

ANNEXURE “D” TO THE DIRECTORS’ REPORT

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo.

The information under section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2018 is given below and forms part of the Director’s Report.

(A) Conservation of Energy

- a) Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilisation and maximum possible savings of energy is achieved.
- b) No specific investment has been made in reduction in energy consumption.
- c) As the impact of measures taken for conservation and optimum utilisation of energy are not quantitative, its impact on cost cannot be stated accurately.
- d) Since the Company does not fall under the list of industries, which should furnish this information in Form A annexed to the Companies (Disclosure of particular in report of Board of Director) Rules, 1988, So we are not required to furnish such information.

(B) Technology Absorption

Efforts in brief, made towards Technology absorption, towards Technology absorption,
The Company continues to perform Product Development activities to improve quality of products and to reduce production cost to serve its customer better.

Benefits derived as a result of the above efforts:

Improvement in overall productivity, quality of the products and reduced process scrap and cost.

In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:

- (i) Technology Imported -No technology has been imported by the Company.
- (ii) Year of Import- N. A.
- (iii) Has technology been fully absorbed -N. A.
- (iv) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action: N.A.
- (v) The expenditure incurred on Research and Development
- (vi) Company has not incurred any expenditure on Research and Development

(C) Foreign Exchange Earnings and Outgo

- a) Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans: NIL.

The details of earnings in foreign currency and outgo of foreign currency are as under:

		Year Ended 31.03.2019	Year Ended 31.03.2018
(A)	Foreign Currency used for:		
1.	Raw Materials	NA	NA
2.	Capital Goods	NA	NA
3.	Expenditure in Foreign Currency	NA	NA

Annual Report 2018-19



(B)	<i>Earnings in Foreign Currency</i>	NA	NA

**By the order of the Board
For Debock Sales & Marketing Limited
(Formerly known as Debock Sales & Marketing Pvt Ltd.)**

Sd/-
MukeshManveerSingh
DIN: 01765408
Chairman & Managing Director
Place: Jaipur
Date: 05-09-2019

ANNEXURE “E” TO THE DIRECTORS’ REPORT**BOARD’S PERFORMANCE EVALUATION POLICY****Introduction**

The Company conducts its operations under the directions of Board of Directors within the framework laid down by various statutes, more particularly by the Companies Act, 2013, the Articles of Association, SEBI (LODR) Regulation, 2015, Listing Agreement with stock exchanges and Code of Conduct and policies formulated by the Company for its internal execution. The Company’s Board of Directors is dedicated to act in good faith; exercise their judgment on an informed basis, in the best interest of the company and its stakeholders.

Accordingly, the present policy for Board’s performance evaluation is being put into place in accordance with the requirements of section 178 of the Companies Act, 2013 which provides for the policy to be formulated and recommended to the Board, setting the criteria, based on which the performance of each and every director including the performance of the Board as a whole shall be assessed by the Board of Directors of the Company. Such an evaluation procedure will provide a fine system of checks and balances on the performance of the directors and will ensure that they exercise their powers in a rational manner.

The Act, under clause VIII of Schedule IV, casts an obligation on part of the Board of Directors for evaluating the performance of independent directors. All the directors on the board of a company, except the independent director whose performance is being evaluated, will assess the performance of the independent director. Accordingly, a report of board’s performance evaluation of each independent director of the company would be prepared, which would determine whether to extend or continue the term of appointment of the concerned independent director or not.

With an aim to maintain an energized, proactive and effective Board, the Board is committed to a continuing process of recommending and laying down the criteria to evaluate the performance of the entire Board of the Company.

As one of the most important functions of the Board of Directors is to oversee the functioning of Company’s top management, this Board Performance Evaluation process aims to ensure individual director (“Directors”) and the Board of Directors of the Company (“Board”) as a whole work efficiently and effectively in achieving their functions. This policy aims at establishing a procedure for conducting periodical evaluation of its own performance and of its committees and individual directors. Hence it is important that every individual Board Member effectively contributes in the Board deliberations.

Effectiveness of the Board

The overall effectiveness of the Board shall be measured on the basis of the ratings obtained by each Director and accordingly the Board shall decide the Appointments, Re-appointments and Removal of the non-performing Directors of the Company. For this reason, based on the fore stated criteria of evaluation the remuneration of the Directors and Key Managerial Personnel shall be determined and reviewed from time to time.

Responsibility of Board/ Independent Director

It shall be the duty of the Board, who shall be supported by the Management to organize the evaluation process and accordingly conclude the steps required to be taken. The evaluation process will be used constructively as a system to improve the directors’ and committees’ effectiveness, to maximize their strength and to tackle their shortcomings.

The Board of Directors shall undertake the following activities on an annual basis:

- I. Review the various strategies of the Company and accordingly set the performance objectives for directors, in consistency with varying nature and requirements of Company’s business.
- II. The Board as a whole shall discuss and analyze its own performance during the year together with suggestions for improvement thereon, pursuant to the performance objectives.

In conformity with the requirement of the Act, the performance evaluation of all the directors shall be done by the entire Board of Directors, excluding the director being evaluated.

Annual Report 2018-19



Independent Directors are duty bound to evaluate the performance of non - independent directors and board as a whole. The independent directors of the Company shall hold at least one meeting in a year to review the performance of the non- independent directors, performance of chairperson of the Company and board as a whole, taking into account the views of executive directors and non-executive directors.

Evaluation Factors

The Board of Directors shall pay regards to the following parameters for the purpose of evaluating the performance of a particular director:

In respect of each of the evaluation factors, various aspects have been provided to assist with the evaluation process in respect of performance of Board itself, and of its committees and individual directors as, such evaluation factors may vary in accordance with their respective functions and duties.

Evaluation of Independent Director shall be carried on by the entire Board in the same way as it is done for the Executive Directors of the Company except the Director getting evaluated.

Appraisal of each Director of the Company shall be based on the criteria as mentioned herein below.

Rating Scale

Scale Performance	Rating Scale
Exceptionally good	5
Good	4
Satisfactory	3
Needs improvement	2
Unacceptable	1

The Company has chosen to adopt the following Board Performance Evaluation Process:

Independent Directors

Some of the specific issues and questions that should be considered in a performance evaluation of Independent Director, in which the concerned director being evaluated shall not be included, are set out below:

Name of Director being assessed: _____

S. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Attendance and participations in the Meetings		
2.	Raising of concerns to the Board		
3.	Safeguard of confidential information		
4.	Rendering independent, unbiased opinion and resolution of issues at meetings		
5.	Initiative in terms of new ideas and planning for the Company		
6.	Safeguarding interest of whistle-blowers under vigil mechanism		
7.	Timely inputs on the minutes of the meetings of the Board and Committee's, if any		

Non-Independent Directors, Executive Directors non – Independent Directors / Executive Directors

Some of the specific issues and questions that should be considered in a performance evaluation of Chairperson/Non-Independent Director / Executive Director by Independent Directors, in which the concerned director being evaluated shall not be included, are set out below:

Name of Director being assessed: _____

S. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Leadership initiative		
2.	Initiative in terms of new ideas and planning for the Company		
3.	Professional skills, problem solving, and decision-making		
4.	Compliance with policies of the Company, ethics, code of conduct, etc.		
5.	Reporting of frauds, violation etc.		
6.	Safeguarding of interest of whistle blowers under vigil mechanism		
7.	Timely inputs on the minutes of the meetings of the Board and Committee, if any		

Board of Directors

Some of the specific issues and questions that should be considered in a performance evaluation of the entire Board by Independent Directors, are set out below:

S. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	The Board of Directors of the company is effective in decision making.		
2.	The Board of Directors is effective in developing a corporate governance structure that allows and encourages the Board to fulfil its responsibilities.		
3.	The Company's systems of control are effective for identifying material risks and reporting material violations of policies and law.		
4.	The Board reviews the organization's performance in carrying out the stated mission on a regular basis.		
5.	The Board of Directors is effective in providing necessary advice and suggestions to the company's management.		
6.	Is the board as a whole up to date with latest developments in the regulatory environment and the market?		
7.	The information provided to directors prior to Board meetings meets your expectations in terms of length and level of detail.		
8.	Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.		
9.	The Board Chairman effectively and appropriately leads and facilitates the Board meetings and the policy and governance work of the board.		
10	The Board appropriately considers internal audit reports, management's responses, and steps towards improvement.		
11	The Board oversees the role of the independent auditor from selection to termination and has an effective process to evaluate the independent auditor's qualifications and performance.		
12	The board considers the independent audit plan and		

Annual Report 2018-19



S. No.	Assessment Criteria	Rating	Remarks/ Comments
	provides recommendations.		

Committees of Board

The Board has constituted the following committees:

1. Audit Committee;
2. Nomination and Remuneration Committee; and
3. Stakeholders Relationship Committee

For evaluating the performance of each committee, the Board of Directors shall pay regards to the following aspects as set out in the annexure below:

S. No	<u>Audit Committee (for Audit Committee members only)</u>	Rating	Remarks/ Comments
1.	Committee meetings are conducted in a manner that encourages open communication, meaningful participation and timely resolution of issues		
2.	Timely inputs on the minutes of the meetings		

S. No.	<u>Nomination and Remuneration Committee (For Nomination and Remuneration Committee members only)</u>	Rating	Remarks/ Comments
1.	Committee meetings are conducted in a manner that encourages open communication, meaningful participation and timely resolution of issues.		
2.	Timely inputs on the minutes of the meetings		

S. No.	<u>Stakeholders Relationship Committee (For Stakeholders Relationship Committee members only)</u>	Rating	Remarks/ Comments
1.	Committee meetings are conducted in a manner that encourages open communication, meaningful participation and timely resolution of issues.		
2.	Timely inputs on the minutes of the meetings		

Key Managerial Personnel And Senior Executives

For evaluating the performance of Key Managerial Personnel and other Senior Executives, the Board of Directors shall pay regards to the following aspects as set out below:

Name of person being assessed: _____

S. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Abidance and behavior in accordance with ethical standards & code of conduct of Company		
2.	Interpersonal and communication skills		
3.	Compliance with policies of the Company, ethics, code of conduct, etc.		
4.	Safeguarding interest of whistle-blowers under vigil mechanism		
5.	Team work attributes		
6.	Safeguard of confidential information		

Review & Amendment

The performance evaluation process will be reviewed annually by the “Nomination and Remuneration Committee”. Subject to the approval of Board of Directors, the Committee may amend the Policy, if required, to ascertain its appropriateness as per the needs of the Company.

Annual Report 2018-19



Disclosure

Company will disclose details of its Board Performance Evaluation processes in its Board's Report. The Board's report containing such statement shall indicate the manner in which formal evaluation has been made by the Board of its own performance and that of the committees of the Board and individual directors of the Company.

**By the order of the Board
For Debock Sales & Marketing Limited
(Formerly known as Debock Sales & Marketing Pvt Ltd.)**

Sd/-

Mukesh Manveer Singh

DIN: 01765408

Chairman & Managing Director

Sd/-

Kailash Brahmabhatt

DIN: 07883524

Director

Place: Jaipur

Dated: 05.09.2019

ANNEXURE “F” TO THE DIRECTORS’ REPORT

NOMINATION AND REMUNERATION POLICY

Preamble:

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 (“the Act”) read along with rules there under as amended from time to time.

Applicability:

This Nomination and Remuneration Policy (the “Policy”) applies to the Board of Directors (the “Board”), Key Managerial Personnel (the “KMP”) and the Senior Management Personnel of Debock sales & Marketing Limited (the “Company”).

Definitions:

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

1. Chief Executive Officer or Managing Director or Manager
2. Company Secretary;
2. Whole-time Director;
3. Chief Financial Officer;
4. Such other officer, not more than one level below the directors who is in whole time employment , designated as key managerial personnel by the Board; and
5. Such other officer as may be prescribed.

“Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

Objective:

The objective of the policy is to ensure that:-

1. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
2. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Role of the Committee:

Nomination and Remuneration Committee being constituted in compliance of Section 178 of the Companies Act, 2013 (“the Act”) read along with rules there under as amended from time to time will be working as under:

The role of the NRC will be the following:-

1. To formulate criteria for determining qualifications, positive attributes and independence of a Director.
2. To formulate criteria for evaluation of Independent Directors, Board and its Committees.
3. To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
4. To carry out evaluation of Director’s performance.
5. To recommend to the Board the appointment and removal of Directors and Senior Management.
6. To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
7. To devise a policy on Board diversity, composition, size.
8. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

9. To perform such other functions as may be necessary or appropriate for the performance of its duties.

Appointment And Removal Of Director, Key Managerial Personnel And Senior Management:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the position.
3. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.
4. The Company shall not appoint or continue the employment of any person as whole-time Director who is an undercharged insolvent or has at any time been adjudged as an insolvent

Term / Tenure:

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

Company shall have at least 50% of the total number of directors as independent directors and all independent directors shall meet the criteria as laid down in Section 149(6) of the Act.

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of an ordinary resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director Serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

Evaluation:

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel

Removal:

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Policy for Remuneration To Directors/ KMP/ Senior Management Personnel:

1) Remuneration to Managing Director / Whole-time Directors:

a) Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013, Schedule V of the Act and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors to attract, retain and motivate them.

c) Company may make a balance in remuneration by fix and variable reflecting short term and long term performance and working of the company.

2) Remuneration to Non-Executive / Independent Directors:

a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013 read with rules there under and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and members from time to time.

b) All the remuneration of the Non-Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

d) Any remuneration paid to Non-Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

i) The Services are rendered by such Director in his capacity as the professional; and

ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3) Remuneration to Key Managerial Personnel and Senior Management:

a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay reflecting their short term and long term performance and working, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.

c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.

d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

Loan to KMP, Senior Management and Other Employees of the Company: (Except Director Which is Governed by Section 185 of The Companies Act, 2013)

1) Company may consider the loan applications received from KMP, Senior Management and other employees of the company.

2) The loan may be granted/ sanctioned for purchase of vehicle, medical treatment of self and family dependent or to meet other personal expenditure.

3) The loan may be given at a concessional rate of interest or interest free at the sole discretion of the board/company.

4) The amount of loan, repayment period, and mode of repayment, amount of instalment, extension and other relevant terms & conditions may be decided by board/company as they/it deem fit or suitable from time to time.

5) The company may take suitable steps to secure the loan given by availing collateral security, deposit of title deed/papers of the vehicle/property concerned or by taking post dated cheque or any other way.

Implementation:

1) The Committee may recommend to the board or board may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.

Annual Report 2018-19



2) The Committee may Delegate any of its powers to one or more of its members or directors of the company. The NRC may recommend changes, if any or the Board may itself amend the policy from time to time in accordance with Act, Rules, and Provisions in force.

For Debock Sales & Marketing Limited
(Formerly known as Debock Sales & Marketing Pvt Ltd.)

Sd/-
MukeshManveerSingh
DIN: 01765408
Chairman & Managing Director
Place: Jaipur
Date: 05-09-2019

ANNEXURE “G” TO THE DIRECTOR’S REPORT
Statement of Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 Read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The Ratio of the Remuneration of each director to the median remuneration of the employees of the company for the Financial Year.

Sr. No.	Name of the Director / KMP	Designation	Ratio of the Remuneration of each director to the median remuneration of the employees	% increase in remuneration during FY 2018-19
1.	Mr. Mukesh Manveer Singh	Chairman and Managing Director	1.63	Nil
2.	Mr. Ashok Mahawar*	Director	1.63	Nil
3.	Mrs. Priyanka Sharma*	Director	1.63	Nil
4.	Ms. Nishu Goyal	CFO	1.80	Nil
5.	Mr. Bharat Singh	CS	1.80	NA

*Mr. Ashok Mahawar and Mrs. Priyanka Sharma resigned on 6th September, 2018.

2. The percentage increase in the median remuneration of the employees in the financial year:

Permanent employees on the rolls of the Company as on 31 st March, 2019 (not including 3 directors)	11
The median remuneration of employees of the Company during the Financial year	Rs. 12250/-
% increase in the median remuneration of employees in the Financial Year	NA

3. Average Percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration- NA

4. Name of the employee who

- if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees- NA
- if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month-NA
- If employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole- time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company-NA

5. It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.

By the order of the Board

For Debock Sales & Marketing Limited

(Formerly known as Debock Sales & Marketing Pvt Ltd.)

Sd/-

MukeshManveer Singh

DIN: 01765408

Chairman & Managing Director

Sd/-

Kailash Brahmabhatt

DIN: 07883524

Director

Place: Jaipur

Dated: 05.09.2019

**Form No. MGT-11
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L52190RJ2008PLC027160

Name of the Company: Debock Sales & Marketing Limited

Registered office: 51, Lohiya Colony, 200ft Bye Pass Vaishali Nagar Jaipur 302021

Name of the Member(s):

Registered address:

E-mail ID:

Folio No/DP ID-Client ID:

I/We being the Member(s), holding _____ of the above named company, hereby appoint:

1. Name
Address
Email id
Signature
2. Name
Address
Email id
Signature
3. Name
Address
Email id
Signature

As my / our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting to be held on Monday, 30th September, 2019 at 3:00 PM at registered office of the Company situated at 51, Lohiya Colony, 200ft Bye Pass Vaishali Nagar Jaipur 302021 and adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. Adoption of Audited Financial Statements for the Year ended on 31st March, 2019.
2. Re-appointment of Mr. Mukesh Manveer Singh as a Director, liable to retire by rotation.
3. Appointment of M/s Mittal & Associates, Chartered Accountants (Firm Registration No. 106456W) as Statutory Auditor of the Company.

Signature of Shareholder: _____ Signature of Proxy Holder(s): _____

Note: This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Form No. MGT-12

Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company		M/S Debock Sales & Marketing Limited (Formerly known as M/S Debock Sales & Marketing Pvt Ltd)
Registered Office		CIN: L52190RJ2008PLC027160 Regd. Office: 51, Lohiya Colony, 200ft Bye Pass Vaishali nagar Jaipur RJ 302021 Website : www.debockgroup.com E-mail: info@debockgroup.com cs@debockgroup.com
S.No	Particulars	Details
1.	Name of the First Named Shareholder (In Block Letter)	
2.	Postal Address	
3.	Registered Folio No./ Client ID No. (* Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary resolution enumerated below by recording my assent or dissent to the said resolution in the following manner.

No.	Item No.	No. of shares held by me	I Assent to the Resolution	I Dissent to the Resolution
1.	Adoption of Audited Financial Statements for the F.Y ended on 31 st March, 2019. (Ordinary Resolution)			
2.	Re-appointment of Mr. Mukesh Manveer Singh as a Director, liable to retire by rotation.(Ordinary Resolution)			
3.	Appointment of M/s Mittal & Associates, Chartered Accountants (Firm Registration No. 106456W) as Statutory Auditor of the Company.			
Date: Place: (Signature of the Shareholder)				

ATTENDANCE SLIP

Name of the Member(s):
Registered address:
E-mail ID:
Folio No/DP ID-Client ID:
Number of Shares held:

I/We certify that I am a member / proxy of the Company.

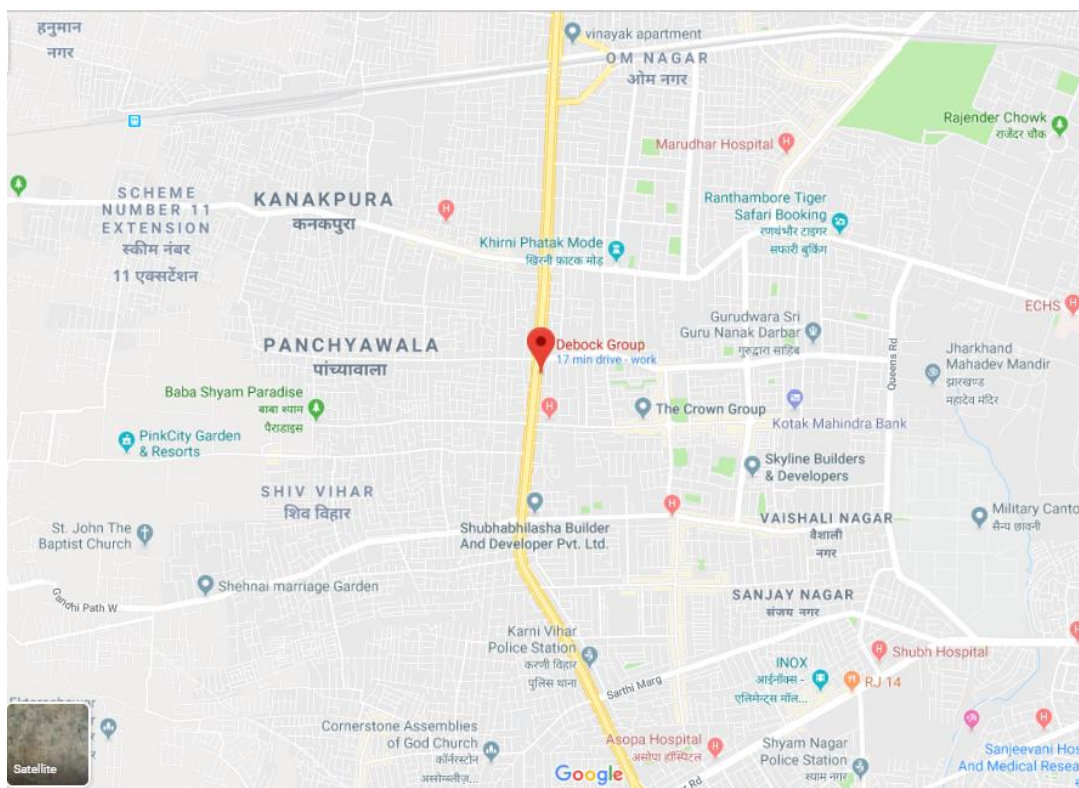
I hereby record my presence at the 11th Annual General Meeting of the Company to be held at its registered office at 3.00 P.M. on Monday, the 30th September, 2019.

Name of the Member / Proxy
(In Block Letters)

Signature of the Member / Proxy

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of Annual report 2018-19 for the Meeting.

MAP LOCATION



For Further Information Kindly Refer:

<https://www.google.com/maps/place/Debock+Group/@26.9122059,75.7184969,14.25z/data=!4m5!3m4!1s0x0:0x2280cbdf23a59391!8m2!3d26.9142416!4d75.7300033?hl=en-US>

AGM VENUE ADDRESS

Debock Sales And Marketing Limited

51 LOHIYA COLONY NEAR 200 FT BYPASS VAISHALI NAGAR JAIPUR 302021 RJ IN

Independent Auditor's Report

To the Members of Debock Sales and Marketing Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of DEBOCK SALES AND MARKETING LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements"). In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and gives true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the Profit & Loss statement and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key audit matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter
1	<p>Revenue Recognition (refer Note. 1 related to Revenue)</p> <p>We focused on this area as a key audit matter due to the risk of incorrect timing of revenue recognition and estimation related to recording the discount and rebates. According to the financial statement' accounting principles revenue is recognized at a point in time when the control of the goods is transferred to the customer according to delivery terms. Due to</p>

	<p>variation of contractual sales terms and practices across the market and the pressure, the management may feel to achieve performance targets, there is a risk of material error.</p> <p>Auditor's Response To address this risk of material misstatement relating to revenue recognition, our audit procedures included:</p> <ul style="list-style-type: none"> - Assessing the compliance of company's revenue recognition policies with applicable accounting standards, including those related to discounts and rebates. - Assessing the revenue recognition processes on showroom and online sales. - Assessing the adequacy of relevant disclosures.
2	<p>Inventory valuation (refer Note. 1 related to inventories)</p> <p>Inventory were considered as a Key audit matter due to the size of the balance and because inventory valuation involves management judgement. According to company's accounting policies inventories are measured at the lower of cost or net realizable value.</p> <p>Auditor's Response To address the risk for material error on inventories, our audit procedures included amongst other:</p> <ul style="list-style-type: none"> - Assessing the compliance of company's accounting policies over inventory with applicable accounting standards. - Assessing the Inventory valuation processes on showroom. - Assessing the analyses and assessment made by management with respect to slow moving stock.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with

the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken based on these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial

statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced.

We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- 1) As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The financial statements dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as

on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - b. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31st March 2019.
 - c. The company does not have any pending Litigation which would have impact on its financial position.
 - d. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure B” a statement on the matters specified in paragraphs 3 and 4 of the Order.

For MITTAL & ASSOCIATES

Chartered Accountants

Firm Registration number: **106456W**

Sd/-

Vishal Heda

Partner

Membership number: **172863**

Mumbai, May 29, 2019

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Debock Sales and Marketing Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Debock Sales and Marketing Limited (“the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For MITTAL & ASSOCIATES

Chartered Accountants

Firm Registration number: **106456W**

Sd/-

Vishal Heda

Partner

Membership number: **172863**

Mumbai, May 29, 2019

Annexure ‘B’ to the Independent Auditor’s Report

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Debock Sales and Marketing Limited of even date)

- i. In respect of the Company’s fixed assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) The conveyance and registered deeds were not made available to us for verification and therefore we are unable to comment on the same.
- ii. The Company has a program of verification to cover all the items of inventories in a phased manner which, in our opinion, is reasonable having regard to the size of the Company. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- iii. According to the information and explanations given to us, the Company has not granted any loans to Body Corporate and parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, reporting under clause 3 (iii) of the order is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31,2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - a) The Company has not been regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

- b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, there are no dues of income tax, duty of excise and service tax and value added tax have not been deposited with the appropriate authorities on account of any dispute except the followings:

Name of Statute	Nature of dues	Due amount in Rs.	Period to which the due relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	2,29,66,290	AY 2015-16	Assessing Officer
Income Tax Act, 1961	Income Tax	26,01,550	AY 2017-18	Assessing Officer

- viii. According to the information and explanations given to us the Company has not paid any instalments dues during the year and also the accounts were marked as non-performing assets by all the bankers and financial institutions. The Company has no loan or borrowing payable to government and no dues payable to debenture holders during the year.
- ix. According to the information and explanations given to us during the year, the Company has raised moneys by way of initial public offer of ` 4.44 Crore and the funds were applied for the purpose for which those are raised. The company has not raised any amount through term loans during the year.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **MITTAL & ASSOCIATES**

Chartered Accountants

Firm Registration number: **106456W**

Sd/-

Vishal Heda

Partner

Membership number: **172863**

Mumbai, May 29, 2019

Debock Sales and Marketing Limited
51, lohiya colony, 200ft bye pass vaishali nagar, jaipur(Raj)-302021, India
Balance Sheet as at 31/03/2019

	Particulars	Note No.	As at 31 March, 2019	As at 31 March, 2018
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	2	8,22,00,000	6,00,00,000
	(b) Reserves and surplus	3	14,32,50,553	12,55,51,857
			22,54,50,553	18,55,51,857
2	Share application money pending allotment			-
3	Non-current liabilities			
	(a) Long-term borrowings	4	4,26,02,492	6,48,88,181
	(b) Deferred tax liabilities (Net)		72,77,129	6,76,778
			4,98,79,621	6,55,64,959
4	Current liabilities			
	(a) Short-term borrowings	5	7,94,06,915	7,32,38,224
	(b) Trade payables	6	10,11,22,729	9,74,95,919
	(c) Other current liabilities	7	64,60,306	-4,81,426
	(d) Short-term provisions	8	43,78,204	33,63,267
			19,13,68,154	17,36,15,984
	TOTAL		46,66,98,328	42,47,32,800
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	9	7,59,74,073	7,63,86,718
	(ii) Intangible assets		20,000	20,000
	(iii) Capital WiP		2,52,94,793	2,35,87,337
	(b) Investments	10	3,75,20,000	3,75,20,000
	(c) Long-term loans and advances	11	17,86,531	13,42,531
			14,05,95,397	13,88,56,585
2	Current assets			
	(a) Current investments		-	-
	(b) Inventories	12	8,13,65,535	7,46,29,951
	(c) Trade receivables	13	23,93,23,087	20,15,34,420
	(d) Cash and cash equivalents	14	15,16,409	36,43,578
	(e) Short-term loans and advances	15	38,97,900	60,04,088
	(f) Other current assets	16	-	64,178
			32,61,02,932	28,58,76,215
	TOTAL		46,66,98,328	42,47,32,800

Significant Accounting Policies

Notes forming part of this Balance Sheet

1

1 to 25

For and on behalf of the Board of Directors

As per our report of even date

For Mittal & Associates

Chartered Accountants

FRN:- 106456W

Sd/-

MUKESH MANVEER SINGH

Managing Director

DIN: 01765408

Sd/-

KAILASH BRAHMABHATT

Director

DIN: 07883524

Sd/-

Vishal Heda

Partner

M.No.- 172863

Place : Jaipur

Date : 29/05/2019

Sd/-

VANDANA PATIDAR

CEO

Sd/-

BHARAT SINGH CHARAN

CS

ACS: 45044

Sd/-

NISHU GOYAL

CFO

Debock Sales and Marketing Limited

51, Lohiya colony, 200ft bye pass vaishali nagar, jaipur(Raj)-302021, India

Balance Sheet as at 31/03/2019

Particulars		Note No.	For the year ended 31 March, 2019	For the year ended 31 March, 2018
1	Revenue from operations (gross)	17	20,20,11,479	17,58,82,658
	Other Income	18	21,57,019	3,30,539
	Total Revenue		20,41,68,498	17,62,13,197
2	Expenses			
	(a) Cost of materials consumed		-	-
	(b) Purchases of stock-in-trade	19	18,08,58,408	14,88,04,683
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	20	-67,35,584	-46,13,506
	(d) Employee benefits expense	21	49,45,229	32,21,158
	(f) Finance Expenses	22	1,19,81,041	35,941
	(e) Depreciation & Amortization Expenses	9	41,41,537	26,99,246
	(e) Other expenses	23	61,41,317	1,15,94,520
	Total expenses		20,13,31,949	16,17,42,043
3	Profit / (Loss) before exceptional item and tax (1-2)		28,36,549	1,44,71,154
4	Exceptional items		-	-
5	Profit / (Loss) before extraordinarily Items and tax (7 ± 8)		28,36,549	1,44,71,154
4	Extraordinary Item		-	-
5	Profit & Loss before tax (9+10)		28,36,549	1,44,71,154
6	Tax expense:			
	(a) Current tax expense for current year		-7,37,503	-33,63,267
	(b) Deferred tax Liabilities/Assets		-66,00,351	-11,19,466
			-73,37,854	-44,82,733
7	Profit / (Loss) for the year (13 ± 14)		-45,01,304	99,88,422
8	Earnings per share (of ₹ 10/- each):			
	(a) Basic		(0.55)	1.66
	(b) Diluted		(0.55)	1.66

Significant Accounting Policies
Notes forming part of this Balance Sheet

1
1 to 25

For and on behalf of the Board of Directors

As per our report of even date
For Mittal & Associates
Chartered Accountants
FRN:- 106456W

Sd/-
MUKESH MANVEER SINGH
Managing Director
DIN: 01765408

Sd/-
KAILASH BRAHMABHATT
Director
DIN: 07883524

Sd/-
Vishal Heda
Partner
M.No.- 172863
Place : Mumbai
Date : 29/05/2019

Sd/-
VANDANA PATIDAR
CEO

Sd/-
BHARAT SINGH CHARAN
CS
ACS:45044

Sd/-
NISHU GOYAL
CFO

Cash Flow statement for the year ended 31 March 2019

Particulars	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Cash Flow From Operating Activities:		
Net Profit before tax as per Profit And Loss A/c	28,36,549	1,44,71,154
Adjustments for:		
Depreciation & Amortisation Expense	41,41,537	26,99,246
Finance Cost	1,19,81,041	35,941
Preliminary exp.	-	-
Operating Profit Before Working Capital Changes	1,89,59,128	1,72,06,341
Adjusted for (Increase)/ Decrease in:		
Inventories	-67,35,584	-46,13,506
Trade receivables	-3,77,88,667	-7,63,65,116
Loans And Advances	16,62,188	-1,76,353
Other current assets	64,178	-30,499
Short-Term Borrowings	61,68,691	-6,30,25,696
Trade Payables	36,26,810	2,19,16,070
Other Current Liabilities	69,41,732	-5,36,688
Short-Term Provisions	10,14,937	14,05,770
Cash Generated From Operations	-2,50,45,716	-12,14,26,017
Appropriation of Profit		
Net Income Tax paid	-7,37,503	-33,63,267
Net Cash Flow from/(used in) Operating Activities: (A)	-68,24,090	-10,75,82,943
Cash Flow From Investing Activities:		
Net (Purchases)/Sales of Fixed Assets (including capital work in progress)	-54,36,349	-1,24,34,967
Net (Increase)/Decrease in Investment	-	-3,75,00,000
Net Cash Flow from/(used in) Investing Activities: (B)	-54,36,349	-4,99,34,967
Cash Flow from Financing Activities:		
Proceeds From issue of Share Capital	4,44,00,000	15,92,63,300
Net Increase/(Decrease) in Long Term Borrowings	-2,22,85,688	9,07,022
Net Increase/(Decrease) in Other Long Term Liabilities	-	-
Finance Cost	-1,19,81,041	-35,941
Net Cash Flow from/(used in) Financing Activities (C)	1,01,33,270	16,01,34,381
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	-21,27,169	26,16,471
Cash & Cash Equivalents As At Beginning of the Year	36,43,578	10,27,107
Cash & Cash Equivalents As At End of the Year	15,16,409	36,43,578

Significant Accounting Policies

1

Notes forming part of this Balance Sheet

1 to 25

For and on behalf of the Board of Directors

For Mittal & Associates

Chartered Accountants

FRN:- 106456W

Sd/-

Vishal Heda

Partner

M.No.- 172863

Place : Mumbai

Date : 29/05/2019

Sd/-

 VANDANA PATIDAR
CEO

Sd/-

 MUKESH MANVEER SINGH
Managing Director
DIN: 01765408

Sd/-

 KAILASH BRAHMABHATT
Director
DIN: 07883524

Sd/-

 BHARAT SINGH CHARAN
CS
ACS:45044

 NISHU GOYAL
CFO

Notes forming part of the financial statements

Note 2 Share capital

Particulars	As at March,31			
	2019		2018	
	Number of shares		Number of shares	
Authorised Equity shares of ` 10/- each with voting rights	82,20,000	8,22,00,000	60,00,000	6,00,00,000
	<u>82,20,000</u>	<u>8,22,00,000</u>	<u>60,00,000</u>	<u>6,00,00,000</u>
Issued, subscribed and paid up capital Equity shares of ` 10/- each with voting rights	82,20,000	8,22,00,000	60,00,000	6,00,00,000
Total	82,20,000	8,22,00,000	60,00,000	6,00,00,000

a) Details of reconciliation of the number of shares outstanding:

Particulars	Opening Balance	Issue During the year	Bonus issued during the year	Closing Balance
Equity shares with voting rights				
Year ended 31 March, 2019				
- Number of shares	60,00,000	22,20,000	-	82,20,000
- Amount (`)	6,00,00,000	2,22,00,000	-	8,22,00,000

b) Details of shares held by each shareholder holding more than 5% shares:

Name of Stakeholders	As at March,31 2019		As at March,31 2018	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Mukesh Kumar Mahawar	50,58,761.00	49.89	48,07,624.00	80.13
IT Indiabull Private Limited			6,64,063.00	11.07
Sunil Kalot	6,09,505.00	6.01	4,88,025.00	8.13
Total	56,68,266.00	55.90	59,59,712.00	99.33

c) Terms / rights attached to equity shares:

The Company has only one class of equity shares having a par value of Rs. 10/- each. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.

Note 3 Reserves and surplus

Particulars	INR	
	As at 31 March, 2019	As at 31 March, 2018
(a) Securities premium account		
Opening balance	10,98,67,300	6,04,000
Add : Premium on shares issued during the year	2,22,00,000	11,00,00,000
Less : Utilised during the year		7,36,700
Closing balance	13,20,67,300	10,98,67,300
(b) Profit & Loss a/c		
Opening balance	1,56,84,557	56,96,135
Add: Profit / (Loss) for the year	-45,01,304	99,88,422
Closing balance	1,11,83,253	1,56,84,557
Total	14,32,50,553	12,55,51,857

Note 4 Long-term borrowings

Particulars	INR	
	As at 31 March, 2019	As at 31 March, 2018
Secured Loan		
Term loans		
From Banks		
Axis Bank (Bolero Car Loan)	1,76,159	2,58,025
HDFC Loan (Forklift Loan)	3,35,976	3,16,953
Indusind Bank	-	1,96,07,449
United Bank Term Loan(1656)	59,71,669	57,82,999
United Bank Term Loan (2400)	41,16,630	40,78,188
Ubi Term Loan A/C-2530	1,17,43,193	1,16,26,853
	2,23,43,627	4,16,70,467
From NBFC		
Hdb (Loan)	60,23,857	71,17,573
Hinduja Lf Loan (Lap)	1,23,53,080	1,42,18,129
Capital First Limited	18,81,928	18,81,928
Indiabull Pvt. Ltd.	-	84
Total	2,02,58,865	2,32,17,713
Grand Total	4,26,02,492	6,48,88,181

Debock Sales and Marketing Limited

Notes forming part of the financial statements

Note 5 Short-term borrowings

Particulars	As at 31 March, 2019	As at 31 March, 2018
Secured Loan		
United Bank of India (CC Ac No-00301)	3,44,93,746	3,73,93,566
Other Loans and advances		
Priyanka Sharma D/O R. S. Sharma Unsecured	56,78,241	2,34,194
Bheru Lal Choudhary	10,63,584	10,63,584
Dannfin India Pvt. Ltd. (Loan Ac)	1,54,40,656	2,22,23,756
Mukesh Kumar Mahawar	1,42,30,688	36,43,136
Sunil Kumar Kalot	85,00,000	85,00,000
Debock Infrastructure Pvt. Ltd. Unsecured	-	50,000
Eagle Sales (Loan) Unsecured	-	19,987
Ashok Kumar Mahawar Unsecured	-	1,10,000
Total	7,94,06,915	7,32,38,224

Note 6 Trade payables

Particulars	As at 31 March, 2019	As at 31 March, 2018
Trade payables:		
Creditors	10,11,22,729	9,74,95,919
Total	10,11,22,729	9,74,95,919

Note 7 Other current liabilities

Particulars	As at 31 March, 2019	As at 31 March, 2018
Creditor For Expense	69,43,733	-
Statutory Payable	-4,83,427	-4,81,426
Total	64,60,306	-4,81,426

Note 8 Short-term provisions

Particulars	As at 31 March, 2019	As at 31 March, 2018
Provision - Others:		
Provision for tax (Net of advance Tax)	39,86,592	33,63,267
Provision for Expenses	3,91,612	-
Total	43,78,204	33,63,267

Note-9 Details Of Fixed Assets

Assets	Gross Block				Accumulated Depreciation/ Amortisation				Net Block	
	Balance as at 1st April 2018	Additions during the year	Deletion during the year	Balance as at 31st March 2019	Balance as at 1st April 2018	Provided during the year	Deletion / adjustments during the year	Balance as at 31st March 2019	Balance as at 31st March 2019	Balance as at 31st March 2018
Tangible assets										
Land	2,50,57,590	-	-	2,50,57,590	-	-	-	-	2,50,57,590	2,50,57,590
Building	3,29,85,959	-	-	3,29,85,959	25,44,024	13,69,887	-	39,13,911	2,90,72,047	3,04,41,935
Plant and Machinery	1,67,71,859	-	-	1,67,71,859	31,95,718	12,21,853	-	44,17,571	1,23,54,288	1,35,76,141
Office Equipment	41,23,868	9,10,662	-	50,34,530	23,32,528	5,09,311	-	28,41,839	21,92,691	17,91,340
Furniture and Fixtures	15,26,823	5,600	-	15,32,423	4,23,542	1,10,888	-	5,34,430	9,97,993	11,03,281
Computer	4,10,309	84,792	-	4,95,101	3,42,475	45,788	-	3,88,262	1,06,838	67,834
Motor Vehicle	68,31,454	27,27,839	-	95,59,293	24,82,857	8,83,811	-	33,66,668	61,92,625	43,48,597
Total	8,77,07,861	37,28,893	-	9,14,36,754	1,13,21,144	41,41,537	-	1,54,62,681	7,59,74,073	7,63,86,718
Intangible assets										
Trade Mark	20,000	-	-	20,000	-	-	-	-	20,000	20,000
Capital WIP										
Building	2,35,87,337	17,07,456	-	2,52,94,793	-	-	-	-	2,52,94,793	2,35,87,337
Grand Total	11,13,15,198	54,36,349	-	11,67,51,547	1,13,21,144	41,41,537	-	1,54,62,681	10,12,88,866	9,99,94,054
P.Y.	9,94,46,482			11,13,15,198		26,99,246		1,13,21,144	9,99,94,054	

Own Assets

FURNITURE AND FIXTURE	15,26,823.00	5600	15,32,423.00	4,23,541.81	1,10,888.12	5,34,429.93	9,97,993.07	11,03,281.19
AIR CONDITIONER	22,80,026.00		22,80,026.00	12,05,825.01	2,04,098.19	14,09,923.20	8,70,102.80	10,74,200.99
REFREGIRATOR	28,900.00		28,900.00	20,870.26	1,505.58	22,375.84	6,524.16	8,029.74
WATER COOLER and RO	61,700.00		61,700.00	44,967.81	3,137.29	48,105.10	13,594.90	16,732.19
CARD READER LOCK	1,32,125.00		1,32,125.00	85,301.08	8,779.49	94,080.57	38,044.44	46,823.92
CCTV CAMERA	1,47,869.00		1,47,869.00	96,510.72	9,629.68	1,06,140.40	41,728.60	51,358.28
DVD PLAYER	3,780.00		3,780.00	1,899.45	352.60	2,252.05	1,527.95	1,880.55
EPBX SYSTEM	1,84,603.00	22900	2,07,503.00	1,23,678.35	15,717.12	1,39,395.47	68,107.53	60,924.65
FAN	1,19,031.00		1,19,031.00	74,139.16	8,417.22	82,556.38	36,474.62	44,891.84
GEYSER	94,000.00		94,000.00	50,635.00	8,130.94	58,765.94	35,234.06	43,365.00
LED TV	2,53,150.00		2,53,150.00	1,86,567.96	12,484.13	1,99,052.09	54,097.91	66,582.04
MUSIC SYSTEM	64,000.00		64,000.00	38,809.48	4,723.22	43,532.70	20,467.30	25,190.52
AIR COOLER	2,07,532.00		2,07,532.00	1,18,637.62	16,667.70	1,35,305.32	72,226.68	88,894.38
BILLING MACHINE	18,000.00		18,000.00	8,180.17	1,841.22	10,021.39	7,978.61	9,819.83
CROCKREY	2,82,690.40	121803	4,04,493.40	1,50,128.56	47,693.41	1,97,821.97	2,06,671.43	1,32,561.84
KITCHEN APPLIANCE	80,004.92	765959	8,45,963.92	24,391.52	1,54,044.83	1,78,436.35	6,67,527.58	55,613.40
VOLTAS COOLER	26,700.00		26,700.00	14,845.48	2,222.72	17,068.20	9,631.80	11,854.52

WATER MOTOR	36,997.00		36,997.00	14,196.07	4,275.17	18,471.24	18,525.76	22,800.93
ID CARD PRINTING MACHINE	1,02,760.00		1,02,760.00	72,944.57	5,590.39	78,534.96	24,225.04	29,815.43
COMPUTER	2,91,800.00	84792	3,76,592.00	2,62,566.28	34,207.72	2,96,774.00	79,818.00	29,233.72
MOBILE	1,18,508.58		1,18,508.58	79,908.42	11,580.05	91,488.47	27,020.11	38,600.16
PLANT and MACHINERY	1,58,61,756.80		1,58,61,756.80	31,23,651.97	11,46,429.43	42,70,081.40	#####	1,27,38,104.83
Granite Machine (RandM)	9,10,102.00		9,10,102.00	72,066.00	75,423.24	1,47,489.24	7,62,612.76	8,38,036.00
MOTERCYCLE	53,000.00		53,000.00	28,215.78	2,354.50	30,570.28	22,429.72	24,784.22
BOLARO	7,21,719.00		7,21,719.00	3,83,404.89	42,289.26	4,25,694.15	2,96,024.85	3,38,314.11
LANDROVER	60,56,735.00	2727839	87,84,574.00	20,71,236.31	8,39,167.21	29,10,403.52	58,74,170.48	39,85,498.69
FACTORY BUILDING	3,29,85,958.68		3,29,85,958.68	25,44,024.15	13,69,887.05	39,13,911.20	#####	3,04,41,934.53
FACTORY LAND - KHASRA NO 534/2	16,27,800.00		16,27,800.00	0.00		-	16,27,800.00	16,27,800.00
PLOT NO 13 - 19 AND 21 - 23	22,73,300.00		22,73,300.00	0.00		-	22,73,300.00	22,73,300.00
LAND AT DEOLI (PATEL NAGAR)	22,08,000.00		22,08,000.00	0.00		-	22,08,000.00	22,08,000.00
LAND - NEW DEBOCK HOTEL	1,05,10,450.00		1,05,10,450.00	0.00		-	#####	1,05,10,450.00
LAND - PLOT NO. SM 37, NEW SAN/	15,43,500.00		15,43,500.00	0.00		-	15,43,500.00	15,43,500.00
LAND - SM37A, NEW SANGANER BY	23,15,240.00		23,15,240.00	0.00		-	23,15,240.00	23,15,240.00
COMERCUAL COMPLEX (OLDTOWNE)	45,79,300.00		45,79,300.00	0.00		-	45,79,300.00	45,79,300.00
Total (A)	8,77,07,861.38		8,77,07,861.38	#####	41,41,537.47	-	#####	7,63,86,717.50
P.Y Total	5,65,31,020.20		5,65,31,020.20	91,88,147.82				4,73,42,872.38
B Intangible assets	0.00		0.00	0.00				0.00
TRADE MARK(AGRO)	20,000.00		20,000.00	0.00				20,000.00
Total (B)	20,000.00		20,000.00	0.00				20,000.00
P.Y Total	20,000.00		20,000.00	0.00				20,000.00
C Capital work in progress	0.00		0.00	0.00				0.00
Transferred from Tally	2,35,87,336.69		2,35,87,336.69	0.00				2,35,87,336.69
Total (C)	2,35,87,336.69		2,35,87,336.69	0.00				2,35,87,336.69
P.Y Total	4,28,95,461.42		4,28,95,461.42	0.00				4,28,95,461.42
Current Year Total (A+ B + C)	#####		11,13,15,198.07	#####				9,99,94,054.19
Previous Year Total	9,94,46,481.62		9,94,46,481.62	91,88,147.82				9,02,58,333.80

Debock Sales and Marketing Limited

Notes forming part of the financial statements

Note 11 Long term Advances

Particulars	As at 31 March, 2019	As at 31 March, 2018
(a) Security deposits		
Unsecured, considered good	17,86,531	13,42,531
Total	17,86,531	13,42,531

Note 12 Inventories

Particulars	As at 31 March, 2019	As at 31 March, 2018
Stock in Trade	8,13,65,535	7,46,29,951
Total	8,13,65,535	7,46,29,951

Note 13 Trade receivables

Particulars	As at 31 March, 2019	As at 31 March, 2018
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good	-	-
Unsecured, considered good	16,10,70,337	20,15,34,420
Doubtful		
	16,10,70,337	20,15,34,420
Less: Provision for doubtful trade receivables		-
	16,10,70,337	20,15,34,420
Trade receivables outstanding for a period less than six months from the date they were due for payment		
Secured, considered good	-	-
Unsecured, considered good	7,82,52,750	-
Doubtful		
	7,82,52,750	-
Less: Provision for doubtful trade receivables		-
	7,82,52,750	-
Total	23,93,23,087	20,15,34,420

Note 14 Cash and cash equivalents

Particulars	As at 31 March, 2019	As at 31 March, 2018
(a) Cash on hand	12,77,049	35,71,414
(b) Balances with banks (Note @ below)		
(i) In current accounts	2,39,360	72,164
Total	15,16,409	36,43,578

Note 15 Short-term loans and advances

Particulars	As at 31 March, 2019	As at 31 March, 2018
Loans and advances		
Unsecured, considered good	38,97,900	60,04,088
Total	38,97,900	60,04,088

Note 16 Other current assets

Particulars	As at 31 March, 2019	As at 31 March, 2018
TDS Receivables		64,178
Total	-	64,178

Note 17 Revenue from operations

Page Number 13

	Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Sale of product		
	Sales Exempt	20,14,08,900	16,49,41,922
	Sales of Hotel Room	4,28,733	4,36,023
	Sales of Food @ 15%		239
	Sales of Food @ 5.50%	1,73,846	4,474
	Sale of Advertisement Hordings		1,05,00,000
	Total	20,20,11,479	17,58,82,658

Note 18 Other income

	Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
	Rent Income	3,36,600	2,24,400
	Income From Bar Deol	11,82,727	1,06,139
	Other	1,822	
	Total	21,57,019	3,30,539

Debock Sales and Marketing Limited

Notes forming part of the financial statements

Note 19 Purchase

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Purchase (Hotel)	3,55,908	54,514.80
Purchases (Exempted) A/c	18,05,02,500	14,87,50,168
Total	18,08,58,408	14,88,04,683

Note 20 Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
<u>Inventories at the end of the year:</u>		
Stock-in-trade	8,13,65,535	7,46,29,951
	8,13,65,535	7,46,29,951
<u>Inventories at the beginning of the year:</u>		
Stock-in-trade	7,46,29,951	7,00,16,446
	7,46,29,951	7,00,16,446
Net (increase) / decrease	(67,35,584)	(46,13,506)

Debock Sales and Marketing Limited

Notes forming part of the financial statements

Note 21 Employee benefits expense

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Salaries and wages		
Wages	-	5,395
Salary (Hotel Debock Inn)	13,01,425	5,47,682
Salary Exp. (Marriage Garden'Deoli)	-	34,371
SALARY EXP. DEOLI Factory	4,46,778	4,54,376
Salary Expenses	31,62,670	20,13,311
Salary Factory Casual Employee	-	1,37,774
	49,10,873	31,92,909
Staff welfare expenses		
Staff Welfare Expenses (Head Office)	34,356	28,249.00
	34,356	28,249
Total	49,45,229	32,21,158

Note 22 Finance costs

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Interest expense on:		
Interest on Loan	1,19,81,041	35,941
Total	1,19,81,041	35,941

Note 23 Other expenses

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Diesel In Generator (Hotel)	47,389	22,010
Legal Expenses	10,500	2,37,020
Loading / Unloading Exp Factory	6,179	7,900
Printing And Stationary	1,33,192	58,317
Repair And Maintenance	8,92,318	1,74,694
Electricity Exp (Factory)	53,867	48,277
Advertisement Exp	2,36,983	1,45,100
Audit Fees	1,03,250	1,81,500
Bank Charges	-	3,71,096
Donation	51,051	-
Electricity And Water Exp	3,91,295	4,95,689
Insurance Exp. Of Vehical	-	21,739
Loan Processing Fees	-	89,865
Professional Fees	60,400	14,000
Telephone/ Mobile/ Internet Exp. (Marriage Garden)	1,31,667	1,31,551
Travelling And Tour Expenses	5,35,714	3,34,447
Entertainment And Hospitality Exp	1,14,936	-
Freight Exp (Factory)	26,610	15,050
Freight Exp Hotel	51,746	7,010
General Hotel Expenses	2,05,731	13,533
News Paper Exp (Hotel)	3,220	2,926
News Paper Expenses	6,020	4,075
Interest On Tds	6,000	12,253
Fuel Exp. (Factory)	18,664	36,016
Bank Interest	-	68,41,275
Fuel Expenses Head Office Jaipur	19,920	15,700
Handling Charges Tour And Travelling	6,726	5,700
Ipo Expenses	17,48,145	6,50,894
Late Fees On Gst Return	11,950	2,140
Loss On Sale Of Hydra Machine	-	45,683
Penalty On Tds Return Late File	-	62,737
Pollution Registration Expenses	-	7,500
Rent For Hoardings	-	10,00,000
Roc/Mca Expenses	26,200	2,85,950
Website Expenses	42,500	15,330
Other Expenses	11,99,144	2,37,543
Total	61,41,317	1,15,94,520

Debock Sales and Marketing Limited

Notes forming part of the financial statements

Note-24**Related Party Disclosure**

As per AS 18, the disclosures of transactions with the related parties are given below:-

a) Entites in where control/significant influence by Director ,KMPs and their relative and with whom transaction has taken place

Eagle Sales

b) Key managerial personnel

Mukesh Manveer Singh - Chairman & Managing Director

c) Relatives of Key managerial personnel

Priyanka Sharma

d) Non Executive Directors

Harshadkumar Jashwantlal Patel

Arvind Rao

Kailash Brahmabhatt

Jyoti Choudhary

e) Transactions with related parties during the year	For the year ended March 31, 2019
i) Directors remuneration Key managerial personnel and Relatives	10,80,000
ii) Loans and advances Received <i>by Director and their relative</i>	4,54,87,262
iii) Sale Transaction Eagle Sales	9,27,02,700
f) Related party balances	As at March 31, 2019
i) Trade/Expenses/Loan payables Eagle Sales	1,84,62,654
Key Managerial Personnel	1,99,08,928

Note - 25 Contingent Liability

S. No.	Liability	As at 31st March,2019	As at 31st March,2018
1	Income tax Liability A.Y. (2015-16)	2,29,66,290	2,29,66,290
2	Income tax Liability A.Y. (2017-18)	26,01,550	26,01,550
Total		2,55,67,840	2,55,67,840

DEBOCK SALES AND MARKETING LIMITED

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS AS AT MARCH 31, 2019

Note 1 Significant Accounting Policies

1.1. Basis of Preparation of Financial Statements

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) . Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.2. Use of estimates

The preparation of Financial Statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Differences between actual results and estimates are recognised in the periods in which the results are known or materialize.

1.3. Fixed Assets

a) Own Fixed Assets: - Fixed assets are stated at historical cost inclusive of all incidental expenses incurred for acquisition of such assets less CENVAT & GST Credit and Sales tax set-off or at revalued price when the same are revalued.

b) Leased Fixed Assets: - Fixed assets are taken on Finance Lease basis.

1.4. Capital Work in Progress

Advances made or Expenditures incurred towards acquisition or construction of Fixed Assets which have not been installed or put to use before the year end are disclosed as Capital Work in Progress.

1.5. Depreciation and Amortization

Depreciation on Fixed assets is provided using useful life of the assets Method as per the life specified and in accordance with the provisions of Part "C" of Schedule II of The Companies Act 2013 prevailing during the year of acquisition / existence of the concerned assets subject to the following deviations:-

- a) Leasehold Land and Intangible assets are amortized over its lease and expected useful life.
- b) Depreciation is provided on pro rata basis from the day on which assets have been put to use, up to the date prior to the date on which assets have been disposed off.

1.6. Impairment of Fixed assets

The carrying amounts of tangible fixed assets are reviewed for impairment, if events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. If there are indicators of impairment, an assessment is made to determine whether the asset's carrying value exceeds its recoverable amount. Whenever the carrying value of an asset exceeds its recoverable amount, impairment is charged to the profit and loss account. Recoverable amounts are estimated for individual assets where feasible, otherwise to the relevant cash generating unit.

1.7. Foreign Currency Transactions

Transactions in foreign currency are recorded at exchange rates prevailing on the date of the transaction. All monetary items denominated in foreign currency are restated at year end rates.

Exchange Differences on restatement or settlement are charged to profit and loss account except those relating to fixed assets, which are included in the cost of the assets.

Where foreign currency transactions are covered by forward contract, the premium being the difference between the forward rate and exchange rate at the inception of the contract is recognised over the life of the contract, except those relating to fixed assets which are included in the cost of the asset.

1.8. Investments

Investment which are readily realizable and intended to be held for not more than one year from the date on which such investment are made, are classified as current investment. All other investment are classified as long term investment.

Current Investments are carried in the financial statements at lower of cost or fair value determined on an individual investment basis. Long Term Investments are stated at cost of acquisition. Provision for diminution in the value of Long Term investments is made only if, such decline in the opinion of management is other than temporary.

1.9. Inventories

Items of inventory are measured as per following basis mentioned below:-

- a) **Raw Materials:** At Landed cost on FIFO basis.
- b) **Work -in-Process:** At Estimated Average Material cost net of CENVAT & GST Input credit and sales tax set-off, Labour cost and Production overhead.
- c) **Manufactured Goods:** At Estimated Average Material cost net of CENVAT & GST credit and sales tax set-off, Labour and appropriate overhead other than selling & Distribution cost.
- d) **Traded Goods:** At Landed cost on FIFO basis.
- e) **Stores, spares & packing materials:** At Landed cost on FIFO basis.

1.10. Revenue Recognition

Revenue on sale of products (net of Trade & Volume Discounts) is recognized on delivery of product and/ or on passage of title to the buyer. Sales include internal scrap sales.

All other revenue and expenses are recognised on accrual basis. Revenue relating to interest on loans and advances, Insurance and other unsettled claims are recognised when recoverability is certain.

Expenditure on projects is capitalized when projects are crystallized and written off in other cases. Expenditure relating to fixed assets not owned by company is charged to revenue. All revenue expenses on research and development are written off.

1.11. Borrowing cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such asset till such time as the asset is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred.

1.12. Excise Duty/Service Tax and Sales Tax/ Value Added Tax

Excise Duty/ Service Tax for the month of April to June 2017 is accounted on the basis of both, payments made in respect of goods cleared/services provided as also provisions made for goods lying in bonded warehouse. Service tax paid on the services provided or to be provided on receipts basis.

1.13. Employee Benefit Expenses

Short Term Employee Benefits

The undiscounted amount of short-term employee benefit expenses to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Contribution Plans

The Company recognizes contribution payable to the provided fund scheme as an expense, when an employee renders the related service. If the contribution payable to scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined Benefit Plan

The Company pays gratuity to the employee who have completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity act 1972.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employee's services.

1.14. Tax Expenses

The tax expense for the period comprise of current tax and deferred tax. Tax is recognized in Statement of Profit and Loss.

- a) Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the Income Tax Authorities, based on tax rates and laws that are enacted at the Balance sheet date.
- b) Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

1.15. Provisions and Contingent Liabilities

The Company recognizes a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources.