

REF: DSML/2019-20/NSE/51

October 08, 2020

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

Scrip Code / Symbol: DSML

Dear Sir/Madam,

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

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

Sr. No.	Particulars
1	Regularisation of Mr. Aakash Kumar as Executive Director
2	Regularisation of Mr. Sonu Sharma as Non-executive Director
3	To issue, offer and allot Equity Shares on Preferential basis for consideration other than cash by way of conversion of unsecured loan
4	To issue, offer and allot Equity Shares on Preferential basis for consideration other than cash against payment of lease rent
5	Migration of Equity Shares of the Company from EMERGE Platform to Main Board of National Stock Exchange of India Limited (NSE).

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

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

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

For Debock Sales and Marketing Limited


Mukesh Manveer Singh
Chairman & Managing Director
DIN: 01765408

Encl.: Postal Ballot Notice

NOTICE OF POSTAL BALLOT

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the Members through Postal Ballot by way of remote e-voting system ("**Postal Ballot / E-voting**").

The explanatory statement pursuant to Sections 102 and 110 of the Act pertaining to the aforesaid resolutions setting out the material facts and the reasons thereof is annexed hereto for your consideration.

This notice is in accordance with the circulars issued by the Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020 General Circular No.22/2020 dated June 15, 2020 and General Circular No.33/2020 dated September 28, 2020 (the "MCA Circulars") providing for specific manner in which postal ballot notice is to be issued in the current situation of Covid-19 pandemic (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). In terms of the MCA Circulars, and in the view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot upto December 31, 2020, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. The instructions for remote e-voting are appended to this Postal Ballot Notice. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the above MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope is not being dispatched to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged Central Depository Services (India) Limited ('CDSL') to provide e-voting facility to its Members. The e-voting facility is available at the link www.evotingindia.com from 09.00 a.m. on Friday, October 09, 2020 and up to 5.00 p.m. on Saturday, November 07, 2020. E-voting module will be blocked by CDSL at 5.00 p.m. on Saturday, November 07, 2020 and voting shall not be allowed beyond the said date and time. Please refer the instructions for e-voting given after the proposed resolutions for the process and manner in which E-voting is to be carried out.

The Board of Directors of the Company, at its meeting held on October 01, 2020, appointed M/s Ayush Khandelwal & Associates, Practicing Company Secretary Firm, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members have to vote through e-voting.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the postal ballots (e-voting). The results shall be declared on or before Monday, November 09, 2020 and communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents. The results will also be displayed on the Company's website www.debockgroup.com

Item No. 1 - Regularization of Mr. Aakash Kumar as Executive Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the

Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Aakash Kumar (DIN: 08899068), who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 01, 2020 and who holds office up to the date of ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any one of the Director of the Company/and or Company Secretary be and is hereby authorized to make any public announcement and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation thereto, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) which one may think fit and proper.”

Item No. 2 - Regularization of Mr. Sonu Sharma as Non-Executive Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sonu Sharma (DIN: 08900556), who was appointed by the Board of Directors as an Additional Non-Executive Director of the Company with effect from October 01, 2020 and who holds office up to the date of ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any one of the Director of the Company/and or Company Secretary be and is hereby authorized to make any public announcement and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation thereto, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) which one may think fit and proper.”

Item No. 3 - To issue, offer and allot Equity Shares on Preferential basis for consideration other than cash by way of conversion of unsecured loan

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

“RESOLVED THAT pursuant to resolution passed in annual general meeting of the company held on September 11, 2020 and pursuant to Sections 42, 62(1)(c), 62(3) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with Stock Exchanges where the Company's shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the “SEBI (ICDR) Regulations, 2018”) and other applicable regulations of Securities and Exchange Board of India (“SEBI”), if any (for the time being in force) as may be applicable to the preferential issue of equity shares, the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India (“RBI”) and other competent authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from the Central Government, RBI, SEBI and/or from any other appropriate authority, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution to offer, issue, and allot in one or more tranches total 98,66,514 (Ninety Eight Lakhs Sixty Six Thousands Five Hundred and Fourteen) fully paid up Equity Shares having face value of Rs. 10/- (Rupees Ten Only) at price of Rs. 13.00/- (Rupees Thirteen Only)

including Premium of Rs. 3.00/- (Rupees Three Only) per share aggregating Rs. 12,82,64,682/- (Rupees Twelve Crores Eighty Two Lakhs Sixty Four Thousands Six Hundred and Eighty Two Only) to the persons mentioned in table, belonging to the promoter and non-promoter category on a preferential basis, in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or any other provisions of law as may be prevailing as on date.

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

Sr. No.	Name of Proposed Allottees	Category	No. of Shares	PAN No.
1.	Mukesh Manveer Singh	Promoter	37,76,484	AMHPM1429Q
2.	Sunil Kalot	Promoter	15,38,461	BLHPK0027J
3.	Priyanka Sharma	Promoter	7,02,172	AZQPS4804F
4.	Ashokkumar Mahavar	Promoter	9,61,538	AMYPM3076E
5.	9 Horse Industries Private Limited	Promoter	9,64,783	AACCV9955E
6.	IT Indiabull Private Limited	Non-promoter	19,23,076	AAECI2494R

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:

- The Equity Shares to be allotted to the Proposed Allottees shall be under lock-in for such period as may be prescribed by the SEBI (ICDR) Regulations, 2018;
- The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The **'Relevant Date'** for the purpose of determining the minimum price of the Equity Shares proposed to be allotted to the above mentioned Allottees is October 08, 2020 i.e. being the date which is 30 days prior to the date of this postal ballot;
- The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval;
- The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the Equity Shares to be issued and allotted to the above mentioned Allottees upon conversion of their outstanding loan amounts and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/ Key Managerial Personnel/ Officers of the Company."

Item No. 4 - To issue, offer and allot Equity Shares on Preferential basis for consideration other than cash against payment of lease rent

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

"RESOLVED THAT pursuant to Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company

with Stock Exchanges where the Company's shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI (ICDR) Regulations, 2018") and other applicable regulations of Securities and Exchange Board of India ("SEBI"), if any (for the time being in force) as may be applicable to the preferential issue of equity shares, the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India ("RBI") and other competent authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from the Central Government, RBI, SEBI and/or from any other appropriate authority, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution to offer, issue, and allot in one or more tranches total 19,13,486 (Nineteen Lakhs Thirteen Thousands Four Hundred and Eighty Six Only) fully paid up Equity Shares having face value of Rs. 10/- (Rupees Ten Only) at an issue price of Rs. 13.00/- (Rupees Thirteen Only) including Premium of Rs. 3.00/- (Rupees Three Only) per share aggregating Rs. 2,48,75,318/- (Rupees Two Crores Forty Eight Lakhs Seventy Five Thousands Three Hundred and Eighteen Only) to M/s Debock Infrastructure Private Limited, a company belonging to non-promoter category on a preferential basis, for a consideration other than cash against payment of lease rent in terms of the lease agreement being executed in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or any other provisions of law as may be prevailing as on date.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:

- The Equity Shares to be allotted to the Proposed Allottees shall be under lock-in for such period as may be prescribed by the SEBI (ICDR) Regulations, 2018;
- The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The '**Relevant Date**' for the purpose of determining the minimum price of the Equity Shares proposed to be allotted to the above mentioned Allottees is October 08, 2020 i.e. being the date which is 30 days prior to the date of this postal ballot;
- The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval;
- The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the Equity Shares to be issued and allotted to the above mentioned Allottees and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/ Key Managerial Personnel/ Officers of the Company."

Item No. 5 - Migration of Equity Shares of the Company from EMERGE Platform to Main Board of National Stock Exchange of India Limited (NSE)

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

"RESOLVED THAT pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India

(Issue of Capital and Disclosure Requirements) Regulation, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the company be and is hereby accorded for purpose of migration of the Company's present listing from EMERGE Platform of National Stock Exchange of India Limited (NSE) to Main Board of NSE.

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto."

For Debock Sales and Marketing Limited


Mukesh Manveer Singh
Chairman & Managing Director
DIN: 01765408

Date: October 01, 2020

Place: Jaipur

Notes

1. The statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals is annexed herewith.
2. The Postal Ballot Notice is being published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") /Central Depository Services (India) Limited ("CDSL") as on Saturday, October 03, 2020 and is also being sent to the Members who already have their e-mail IDs registered with the Company/Depositories, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020 and the General Circular No. 33/2020 dated September 28, 2020. A person who is not a Member as on Saturday, October 03, 2020, (Cut-off Date) should treat this Postal Ballot Notice for information purposes only. A copy of this Postal Ballot Notice also be available on the Company's website www.debockgroup.com, website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com
3. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Rules, MCA Circulars and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. Instructions for remote e-voting are provided herein below at point no. 10(A). Members whose email ids are not registered with the Company/RTA/Depositories, for obtaining Postal Ballot Notice and login credentials for remote e-voting for the resolutions are requested to refer the instructions provided at point no. 10(B).
4. Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
5. A member cannot exercise his vote by proxy on Postal Ballot.
6. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants. Members holding shares in physical mode and who have not registered/updated their email addresses with the Company/RTA are requested to register/update their email addresses by writing to Company's Registrar and Share Transfer Agent, i.e. Cameo Corporate Services Limited, E-mail: cameo@cameoindia.com along with the copy of the signed request letter mentioning the name, Folio No., E-mail address and Mobile No. along with self-attested copy of the PAN Card.
7. 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 the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited.
8. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on Saturday, October 03, 2020, subject to the provisions of the Companies Act, 2013, as amended.
9. The Communication of the assent / dissent to the resolutions proposed in the Notice would take place only through remote e-voting.
10. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members, if required.
11. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by Central Depository Services (India) Limited ("CDSL"). The instructions for e-voting forms part of this Notice.
12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Saturday, November 07, 2020 i.e. the last date of e-voting.

General information and instructions relating to e-voting

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the relevant rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

The instructions for e-voting are as follows:

- (i) The voting period begins on Friday, October 09, 2020 at 9:00 a.m. and ends on Saturday, November 07, 2020 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, October 03, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant < DEBOCK SALES AND MARKETING LIMITED > on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on

- “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) **Process for those shareholders whose E-mail addresses are not registered with the depositories for obtaining login credentials for E-voting for the resolutions proposed in this notice:**
- i. For Physical shareholders- Please send a request letter mentioning therein Name of Shareholder, Folio No., Mobile No. and Email ID along with self-attested copy of PAN Card by email to Company at cs@debockgroup.com or to Company’s RTA at cameo@cameoindia.com.
 - ii. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, and self-attested scanned copy of PAN card by email to Company at cs@debockgroup.com or to Company’s RTA at cameo@cameoindia.com.
- (xxi) The Board of Directors has appointed Ms. Heena Lakhani, Company Secretary & Compliance Officer as the person responsible for the entire postal ballot process.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013**Item No. 1 - Regularization of Mr. Aakash Kumar as Executive Director**

Mr. Aakash Kumar was appointed as an Additional Director on the Board of the Company w.e.f. October 01, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 proposing the candidature of the Director under the provisions of Section 160 of the Companies Act, 2013. Mr. Aakash Kumar, a person having rich and varied experience in marketing segment. None of the Directors of the Company, except Mr. Aakash Kumar, are in any way concerned or interested in this resolution.

Item No. 2 - Regularization of Mr. Sonu Sharma as Non-Executive Director

Mr. Sonu Sharma was appointed as an Additional Director on the Board of the Company w.e.f. October 01, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office upto the date of ensuing Annual General Meeting of the Company. None of the Directors of the Company, except Mr. Sonu Sharma, are in any way concerned or interested in this resolution.

Item No. 3 & 4 - To issue, offer and allot Equity Shares on Preferential basis for consideration other than cash

Your company has decided to convert unsecured loan into equity shares and issuance of equity shares against payment of lease rent to various parties at price of Rs. 13/- (Rupees Thirteen Only) per equity share including at premium of Rs. 3/- (Rupees Three Only) per share as mentioned below:

Sr. No.	Name of Proposed Allottees	Category	No. of Shares	Amount	Type
1.	Mukesh Manveer Singh	Promoter	37,76,484	4,90,94,292/-	Conversion of unsecured loan into equity
2.	Sunil Kalot	Promoter	15,38,461	1,99,99,993/-	
3.	Priyanka Sharma	Promoter	7,02,172	91,28,236/-	
4.	Ashokkumar Mahavar	Promoter	9,61,538	1,24,99,994/-	
5.	9 Horse Industries Private Limited	Promoter	9,64,783	1,25,42,179/-	
6.	IT Indiabull Private Limited	Non-promoter	19,23,076	2,49,99,988/-	Against payment of lease rent
7.	Debock Infrastructure Private Limited	Non-promoter	19,13,486	2,48,75,318/-	
TOTAL			1,17,80,000	15,31,40,000/-	

The following disclosures as required under section 42, 62(1) of the Companies Act, 2013 and Regulation 163 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations) and other applicable laws are as follows:

(i) Object of the Issue:

The Company has drawn plans to restructure its existing debt and to pay lease rent for a property taken on lease to carry out its existing business activities, has requested and received consents from the lenders for conversion of their existing loan into Equity Shares and issuance of Equity Shares for payment against lease rent.

(ii) Relevant Date:

The 'Relevant Date' under SEBI ICDR Regulations for the purpose of determination of issue price of the Equity Shares on preferential basis shall be reckoned as per Regulation 161 which shall be 30 days prior to the meeting of shareholder is to be held.

(iii) Shareholding Pattern pre and post preferential issue:

Sr. No.	Category of Investors	Pre-Issue (As on March 31, 2020)		Post-Issue*	
		No. of Shares held	%	No. of Shares held	%
A	Promoters and Promoters Group				
1	Indians:				
	Individuals				
	Mukesh Manveer Singh	48,07,624	58.49	85,84,108	42.92
	Sunil Kalot	4,88,025	5.94	20,26,486	10.13
	Amit Agarwal	20,000	0.24	20,000	0.10
	Priyanka Sharma	3,225	0.04	7,05,397	3.53
	Abhishek Sharma	3,225	0.04	3,225	0.02
	Ashokkumar N Mahavar	3,225	0.04	9,64,763	4.82
	Raju Ajmera	100	Negligible	100	Negligible
	Any others				
	9 Horse Industries Private Limited	-	-	9,64,783	4.82
	Sub Total (A)	53,25,424	64.79	1,32,68,862	66.34
B	Non-Promoter Holding				
1	Institutions	-	-	-	-
2	Central Govt / State Govt / President of India	-	-	-	-
3	Non-institutions				
A	Individuals				
	Individual shareholders holding nominal share capital up to Rs. 2 lakhs	11,56,513	14.07	11,56,513	5.78
	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	5,88,000	7.15	5,88,000	2.94
B	NBFCs registered with RBI	-	-	-	-
C	Employee Trusts	-	-	-	-
D	Overseas depositories (holding DRs)	-	-	-	-
E	Any other (Specify)				
I	Trusts	-	-	-	-
li	Hindu undivided family	1,98,000	2.41	1,98,000	0.99
lii	Non-resident Indians	-	-	-	-
Iv	Clearing members	6,000	0.07	6,000	0.03
V	Bodies Corporate	9,46,063	11.51	47,82,625	23.91
	Sub Total (B)	28,94,576	35.21	67,31,138	33.66
	Grand Total	82,20,000	100.00	2,00,00,000	100.00

*This percentage has been calculated on the basis of post preferential capital assuming full allotment of shares as proposed.

The table shows expected shareholding pattern of the company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on preparation of this document.

(iv) Time frame for preferential allotment:

As required under Chapter V of the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the Special Resolution by the shareholders granting consent for preferential issue or in the event allotment of Equity Shares would require any approval(s) from any regulatory authority or the Central Government, the allotment shall be completed within 15 (Fifteen) days from the date of such approval(s), as the case may

be.
(v) **Undertakings:**

In terms of the ICDR Regulations, the Company hereby undertakes that:

- a. It shall re-compute the price of the Equity Shares issued on conversion of loan and against payment of lease rent in terms of the provisions of ICDR Regulations, where it is required to do so.
- b. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed Allottees.

(vi) **Pricing on the preferential issue:**

The Equity Shares will be allotted in accordance with the price determined in terms of Regulation 164 of the SEBI ICDR Regulations. The Equity Shares shall be allotted at a price not less than higher of the following:

- a. The average of the weekly high and low of the volume weighted average price of the related Equity Shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or
- b. The average of the weekly high and low of the volume weighted average prices of the related Equity Shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

Item No. 5 - Migration of Equity Shares of the Company from EMERGE Platform to Main Board of National Stock Exchange of India Limited (NSE)

As all the members are aware that the Company is listed on the EMERGE Platform of the National Stock Exchange of India Limited (NSE) w.e.f. June 05, 2018. The listing has helped Company in many aspects like enhanced branding, better transparency and accountability. Listing on the Main Board of National Stock Exchange of India Limited will enhance participation of Retail Investors in large numbers and overall market capitalization of the Company may also get increase. In terms of present rules / regulations, the Equity Shares are listed on SME Platform can be migrated to Main Board of Exchange after an initial period of 2 year from the date of listing. The Company is well poised to migrate on the Main Board of NSE as Company has completed 2 years of its listing.

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

The consent of the Shareholders is sought for the purpose of migration of the Company's present listing from EMERGE Platform to Main Board of National Stock Exchange of India Limited (NSE) as set out in aforesaid resolution. None of the Promoters, Directors, and Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested in the aforesaid resolutions.

In light of above, Board of Directors of the Company recommended passing resolution set out in Item No. 5 of the Notice.

For Debock Sales and Marketing Limited


Mukesh Manveer Singh
Chairman & Managing Director
DIN: 01765408

Date: October 01, 2020

Place: Jaipur