

**Ref No.** DIL/SE/24-25/47

**Date:** August 31, 2024

To,

**The Manager**  
**Corporate Relationship Department**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**The Manager**  
**Listing Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East),  
Mumbai - 400 051

**BSE Symbol - DOMS**  
**BSE Scrip Code - 544045**

**NSE Symbol - DOMS**

**Subject: Notice of the 18<sup>th</sup> Annual General Meeting**

Dear Sir/ Madam,

The 18<sup>th</sup> Annual General Meeting ('**AGM**') of DOMS Industries Limited ('**the Company**') will be held on Monday, September 23, 2024 at 12:30 p.m. (I.S.T.) through Video Conferencing ('**VC**')/ Other Audio Visual Means ('**OAVM**').

Further, pursuant to Regulation 30 and 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('**SEBI LODR Regulations**'), we are enclosing herewith, the Notice of the AGM, which forms part of the Annual Report for the financial year 2023-24.

The above is for your kind information and record.

Thanking You,  
Yours Faithfully,  
**For DOMS Industries Limited**

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**Mitesh Padia**  
**Company Secretary and Compliance Officer**  
**Membership No.: A58693**

**Encl.:** As above

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**Registered Office:**

J-19, Opp. Telephone Exchange,  
C.I.D.C., Umbergaon- 396171,  
Dist. Valsad, Gujarat, India.

**Website:**

www.domsindia.com

**Corporate Office:**

Plot No. 117, G.I.D.C., 52, Hector Expansion  
Area, Umbergaon- 396171,  
Dist. Valsad, Gujarat, India.

**Tel:** (+91) 7434888445 / 446

**E-mail:** info@domsindia.com

**Mumbai Office:**

17th Floor, C-Wing, Kailas Business Park,  
Hiranandani Link Road, Vikhroli (W)  
Mumbai- 400079, Maharashtra, India.

**Tel:** (+91) 7069028500 / 600

**Email:** asst.admin@domsindia.com

# NOTICE

**NOTICE** is hereby given that the 18<sup>th</sup> (Eighteenth) Annual General Meeting ('**AGM**') of the Shareholders of DOMS Industries Limited (Formerly known as *DOMS Industries Private Limited*) ('**the Company**') will be held on Monday, September 23, 2024 at 12:30 p.m. (I.S.T.) through Video Conferencing ('**VC**') / Other Audio Visual Means ('**OAVM**'), to transact the following business:

## ORDINARY BUSINESS

### 1. To receive, consider and adopt:

- (a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the reports of the Auditors and Board of Directors thereon.

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

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the reports of the Auditors and Board of Directors thereon, as circulated to the Shareholders, be and are hereby, considered and adopted."

- (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the reports of the Auditors thereon.

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

"**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the report of Auditors thereon, as circulated to the Shareholders, be and are hereby, considered and adopted."

### 2. To declare final dividend on Equity Shares for the financial year 2023-24

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

"**RESOLVED THAT** the final dividend at the rate of ₹ 2.50/- (Rupees Two and Fifty Paise Only) per Equity Share of ₹ 10/- (Rupees Ten Only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared and approved for the financial year 2023-24 and the same been paid out of the profits of the Company."

### 3. To appoint Santosh Raveshia (DIN: 00147624) who retires by rotation as Director and being eligible offers himself for re-appointment

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

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of The Companies Act, 2013 ('**the Act**'), Santosh Raveshia (DIN: 00147624), who retires

by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company."

### 4. To appoint Chandni Somaiya (DIN: 02003554) who retires by rotation as Director and being eligible offers herself for re-appointment

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

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of The Companies Act, 2013 ('**the Act**'), Chandni Somaiya (DIN: 02003554), who retires by rotation at this meeting and being eligible, offers herself for re-appointment, be and is hereby appointed as a Director of the Company."

### 5. To appoint M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No.: 012754N/N500016), Chartered Accountants, as the Statutory Auditors of the Company

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

"**RESOLVED THAT** in accordance with the provisions of Sections 139, 142 and other applicable provisions, if any, of The Companies Act, 2013 ('**the Act**') read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of Audit Committee and Board of Directors, M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No.: 012754N/N500016), Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of the 18<sup>th</sup> Annual General Meeting until the conclusion of 23<sup>rd</sup> Annual General Meeting of the Company, on such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed upon between the Board of Directors and the Statutory Auditors."

"**RESOLVED FURTHER THAT** the Board of Directors, Rahul Shah, Chief Financial Officer and Mitesh Padia, Company Secretary and Compliance Officer of the Company, be and is hereby severally authorised to do all such acts, deeds, matters and things, as may be necessary and expedient for the purpose of giving effect to this resolution."

## SPECIAL BUSINESS

### 6. To alter the Main Object Clause of the Memorandum of Association of the Company

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

"**RESOLVED THAT** in accordance with the provisions of Section 13 and other applicable provisions, if any of The Companies Act, 2013 ('**the Act**') read with applicable rules made thereunder

and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required the consent of the of Shareholders of the Company be and are hereby accorded to alter the Main Object Clause of the Memorandum of Association of the Company by adding the following new sub-clauses 3 to 11 after the existing Sub-clause 2 of Clause A of the Memorandum of Association of the Company:

3. To carry on in India or abroad with or without collaboration the business to manufacture, market, sale including retail sales, purchase, process, deal, import and export of all kinds of School Stationery products, art material products, hobby and craft products and Office Stationery products and such other items similar or related to stationery products.
4. To carry on in India or abroad with or without collaboration the business to manufacture, market, sale including retail sales, purchase, process, deal, import and export of all kinds of Bags, Pouches, Compass Boxes, and such other items similar or related to such products made out of different materials.
5. To carry on in India or abroad with or without collaboration the business to manufacture, market, sale including retail sales, purchase, process, deal, import and export of all kinds of Toys, Games, Playing Cards, Puzzles and such other items similar or related to toys, Games and playthings.
6. To carry on in India or abroad with or without collaboration the business to manufacture, market, sale including retail sales, purchase, process, deal, import and export of all kinds of utensils for babies, infants and children such as Bottles, Tiffin Boxes and such other items similar or related items made out of different materials.
7. To carry on in India or abroad with or without collaboration the business to manufacture, market, sale including retail sales, purchase, process, deal, import and export of all kinds of Products related to Baby Care and disposable hygiene products.
8. To carry on in India or abroad with or without collaboration the business to manufacture, market, sale including retail sales, purchase, process, deal, import and export of all kinds of Children Readymade Garments, Children Apparels, Clothing for Children, Bibs For Infants, Footwear for Children and such other items similar or related clothes.
9. To carry on in India or abroad with or without collaboration the business to manufacture, market, sale including retail sales, purchase, process, deal, import and export of all kinds of Confectionery items and such other items similar or related to confectionery.
10. To carry on in India or abroad with or without collaboration the business to manufacture, market, sale including retail sales, purchase, process, deal, import and export of all kinds of Sports gear, accessories and such other items similar or related to Sports related products made out of different materials.
11. To carry on in India or abroad with or without collaboration the business to manufacture, market, sale including retail sales, purchase, process, deal, import and export of all kinds of Cosmetic Pencils, cosmetics and tissues or wipes, and such other items similar or related to cosmetics.

**"RESOLVED FURTHER THAT** the Board of Directors, Rahul Shah, Chief Financial Officer and Mitesh Padia, Company Secretary and Compliance Officer of the Company, be and is hereby severally authorised to do all such acts, deeds, matters and things, as may be necessary and expedient for the purpose of giving effect to this resolution."

**7. To ratify the remuneration of M/s. B.F. Modi & Associates, Cost Accountants, Cost Auditors of the Company for the financial year 2024-25**

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

**"RESOLVED THAT** in accordance with the provisions of Section 148 and other applicable provisions of The Companies Act, 2013 ('the Act') read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the shareholders hereby ratify the remuneration to be paid to M/s. B.F. Modi & Associates, Cost Accountants (Firm Registration No. 100604) appointed by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year 2024-25, as approved by the Board of Directors and as set out in the explanatory statement annexed to this notice."

**"RESOLVED FURTHER THAT** the Board of Directors, Rahul Shah, Chief Financial Officer and Mitesh Padia, Company Secretary and Compliance Officer of the Company, be and is hereby severally authorised to do all such acts, deeds, matters and things, as may be necessary and expedient for the purpose of giving effect to this resolution."

By Order of the Board of Directors

**Registered Office:**

J-19, G.I.D.C, Opp. Telephone Exchange,  
Umbergaon- 396171, Gujarat, India.

CIN: L36991GJ2006PLC049275

Email- [ir@domsindia.com](mailto:ir@domsindia.com)

Tel.: 91 7434888445

[www.domsindia.com](http://www.domsindia.com)

Place: Umbergaon

Date: August 12, 2024

**Mitesh Padia**

Company Secretary and Compliance Officer

## Notes:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively hereinafter referred to as '**MCA Circulars**') and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India, in relation to 'Relaxation from compliance with certain provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('**SEBI LODR Regulations**') (collectively hereinafter referred to as 'SEBI Circulars') has permitted the convening of Annual General Meeting ('**AGM**') to be held on or before September 30, 2024, through Video Conferencing ('**VC**') / Other Audio Visual Means ('**OAVM**') without the physical presence of the Shareholders at a common venue. In Compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for 18<sup>th</sup> AGM will be registered office of the Company.
2. The relevant details of Directors as mentioned under item nos. 3 and 4 of above as required by Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('**ICSI**') is annexed to this Notice.
3. The Explanatory Statement pursuant to the provisions of Section 102 of The Companies Act, 2013 ('**the Act**') read with The Companies (Management and Administration) Rules, 2014, stating all material facts and the reason / rationale under item nos. 5, 6 and 7 of above, is annexed to this Notice.
4. Since, the AGM of the Company is being held through VC/OAVM pursuant to MCA Circulars, the requirement of physical attendance of Shareholders has been dispensed with. Accordingly, in terms of the MCA Circulars, the facility for appointment of proxy by the Shareholders will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this Notice.
5. The Shareholders can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the AGM Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 shareholders on first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Institutional /Corporate Shareholders (i.e. other than Individuals, HUFs, NRIs, etc.) are entitled to appoint authorised representatives to attend, participate at the AGM through VC/OAVM and cast their votes through e-voting. Institutional / Corporate Shareholders (i.e. other than Individuals, HUFs, NRIs, etc.) are requested to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/ Authorization etc., authorizing their representative to attend and vote at the AGM, pursuant to the provisions of Section 113 of the Act, to the Scrutinizer at [shreyanscs@gmail.com](mailto:shreyanscs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) or can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'e-Voting' tab in their login.
8. In case of joint shareholders, the Shareholder whose name appears as the first holder in the order of names as per the Register of Shareholders of the Company will be entitled to vote at the AGM.
9. In accordance with the MCA and SEBI Circulars, the Notice of the 18<sup>th</sup> AGM along with Annual Report for the financial year 2023-24, is being sent through electronic mode to those shareholders whose email address are registered with the Company / Depositories and physical copies to those shareholders who request for the same. Shareholders holding shares in electronic mode, who have not registered their email addresses are requested to register their email address with their respective DPs. The Notice of 18<sup>th</sup> AGM is also available on the website of the Company at [www.domsindia.com](http://www.domsindia.com), website of the Stock Exchanges on which the Equity Shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the website of National Securities Depository Limited ('**NSDL**') at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. During the 18<sup>th</sup> AGM, Shareholders may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, Certificate from the Secretarial Auditors in respect of the Employee Stock Option Plan 2023 prescribed under Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the other relevant documents referred to in the Notice of the AGM and explanatory statement, by sending a request to the Company at [ir@domsindia.com](mailto:ir@domsindia.com) up to the conclusion of this AGM.

## Dividend

11. Shareholders are requested to note that the Board of Directors, at their meeting held on May 24, 2024, had recommended a final dividend of ₹ 2.50/- (Rupees Two and Fifty Paise Only) per Equity Share for the financial year 2023-24. The dividend will be paid to those Shareholders whose names appear in the Register of Members/List of Beneficial Owners as maintained by the depositories as on Monday, September 16, 2024 ('**Record Date**').

12. The final dividend if approved by the Shareholders of the Company at the ensuing AGM will be paid, subject to Tax Deduction at Source ('TDS') as may be applicable, between September 23, 2024 and October 22, 2024.
  13. Shareholders are requested to intimate changes, if any, pertaining to their *name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.*, to their Depository Participants ('DP's').
  14. Shareholders are requested to note that their bank details as furnished by the respective DP's to the Company will be considered for remittance of final dividend as per the applicable regulations of the DP's and the Company will not entertain any direct request from such Shareholders for change/addition/deletion in such bank details. Accordingly, the shareholders are requested to ensure that their Electronic Bank Mandate details is updated with their respective DP's on immediate basis.
  15. As per the provisions of Section 72 of the Act, Shareholders are entitled to make nomination in respect of shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Shareholder desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form SH-14. Shareholders are requested to submit the said forms to their respective DP's.
  16. Pursuant to the provisions of The Income Tax Act, 1961 ('IT Act'), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 1, 2020, shall be taxable in the hands of the shareholders and the Company is required to deduct TDS from the dividend paid to Shareholders at the prescribed rates. In order, to enable the Company to determine the appropriate TDS rate, as applicable, shareholders are requested to upload the requisite documents with the RTA at <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Friday, September 13, 2024. Shareholders are also requested to write to the RTA at [domsdivtax@linkintime.co.in](mailto:domsdivtax@linkintime.co.in) for any queries/questions in this regard.
  17. The Resident and Non-Resident Shareholders should send the scanned copies of the requisite documents to RTA of the Company at [domsdivtax@linkintime.co.in](mailto:domsdivtax@linkintime.co.in) or before Friday, September 13, 2024, to enable the Company to determine the appropriate TDS/withholding tax rate, as may be applicable. The Resident Individual Shareholders also have the option to upload the exemption documents directly at <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>.
  18. A Resident Individual Shareholder who is not entitled to receive a total dividend in excess of ₹ 5,000, during financial year 2024-25 or who is not liable to pay income tax can submit a yearly declaration in Form 15G/ Form 15H (Form 15H is applicable to Resident Individual Shareholders aged 60 years or more) along with PAN to avail the benefit of non-deduction of TDS to RTA.
  19. Non-Resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending the same by email to RTA at [domsdivtax@linkintime.co.in](mailto:domsdivtax@linkintime.co.in).
  20. Non-Resident Shareholders are requested to inform the RTA of the Company if there is any change in their residential status or particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number.
  21. The Company has no unclaimed dividend which is required to be transferred to Investor Education and Protection Fund ('IEPF') during the financial year 2023-24. Further, according to the provisions of the Act, dividends which are unclaimed or unpaid for a period of 7 (seven) consecutive years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the demat account of IEPF Authority. In view of this, the Shareholders are requested to encash/claim their respective dividends within the prescribed period. As on March 31, 2024, all Equity Shares of the Company are in dematerialized form.
  22. To prevent fraudulent transactions, Shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any Shareholder as soon as possible. Shareholders are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP's and holdings should be verified from time to time.
- Remote e-voting and e-voting during the AGM**
23. In compliance with provisions of Sections 108 of the Act read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations, the Company is pleased to provide e-voting facility to its Shareholders to cast their votes electronically. The Company has engaged NSDL with respect to remote e-voting facility. The Shareholders, whose names appear in the Register of Members/List of Beneficial Owners as on Monday, September 16, 2024 ('Record date') are entitled to vote on the resolutions set forth in the AGM Notice. A person who is not shareholder as on Record Date should treat this Notice of AGM for information purpose only.
  24. In case of joint holders, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
  25. The remote e-voting period commences at 09:00 a.m. on Friday, September 20, 2024 and ends at 05:00 p.m. on Sunday, September 22, 2024. The remote e-voting module will be disabled by NSDL for voting thereafter. Once the vote on the resolution is cast by the Shareholders, he / she shall not be allowed to change it subsequently.
  26. The facility of casting votes using remote e-voting system as well as e-voting on the date of AGM will be provided by NSDL. The Shareholders who have casted their vote by remote e-voting prior to the AGM may also attend / participate in



- the AGM through VC/OAVM but shall not be entitled to cast their vote again.
27. The Company has appointed CS Shreyans Jain (FCS: 8519) of M/s. Shreyans Jain & Co., Company Secretaries, as the Scrutinizer for conducting the entire e-voting process in a fair and transparent manner.
  28. The voting rights of shareholders shall be in proportion to their shares of the paid-up Equity Share capital in the Company as on the Record Date i.e. Monday, September 16, 2024. Resolution(s) passed by the Shareholders through e-Voting is/are deemed to have been passed as if it/they have been passed at the AGM.
  29. The Scrutinizer will submit his report to the Chairperson of the Company ('**Chairperson**') or any other person authorised by the Chairperson after completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 (two) working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated in to the Stock Exchanges, NSDL and RTA and will also be displayed on the website of the Company at [www.domsindia.com](http://www.domsindia.com).
  30. The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

### Instructions for e-voting:

The process to vote electronically on NSDL e-Voting system consists of two steps:

#### Step1: Access to NSDL e-voting system

#### (A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited ('CDSL')	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-4886 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**(B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Login to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your User ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 130344 then user ID is 130344001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders:

- a) Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [shreyanscs@](mailto:shreyanscs@)



- [gmail.com](mailto:evoting@nsdl.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022- 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those Shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this AGM Notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [ir@domsindia.com](mailto:ir@domsindia.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to [ir@domsindia.com](mailto:ir@domsindia.com). If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, Shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**The Instructions for Members for e-Voting on the day of the AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise

not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**Instructions for Members for attending the AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views or ask questions may pre-register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number / folio number, e-mail id and mobile number at [ir@domsindia.com](mailto:ir@domsindia.com) between September 13, 2024 and September 18, 2024. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest, post the conclusion of the AGM.
6. The Company reserves the right to restrict the number of questions and speakers, as appropriate for smooth conduct of the AGM.
7. Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact NSDL on 022- 4886 7000 and 022- 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited at [evoting@nsdl.com](mailto:evoting@nsdl.com).
8. In case of any queries, you may contact the Company at [ir@domsindia.com](mailto:ir@domsindia.com) or you may contact the Registrar and Share Transfer Agent at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or contact at Tel: 810 811 6767 or at the following address: C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai- 400 083.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### **Item No. 5: To appoint M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No.: 012754N/N500016), Chartered Accountants, as the Statutory Auditors of the Company**

The Shareholders of the Company at their 13<sup>th</sup> Annual General Meeting ('AGM') held on September 30, 2019, had approved the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No.- 101248W/W-100022) as Statutory Auditors of the Company for a second term of 5 (five) consecutive years to hold the office till the conclusion of the 18<sup>th</sup> AGM. They will complete their present term on conclusion of this AGM.

The Board of Directors at their meeting held on August 12, 2024, considering the experience and expertise, and based on the recommendation received from the Audit Committee, approved and proposed to Shareholders of the Company, the appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No.: 012754N/N500016) as Statutory Auditors in place of M/s. B S R & Co. LLP, Chartered Accountants for a term of 5 (five) consecutive years i.e. from the conclusion of 18<sup>th</sup> AGM till the conclusion of the 23<sup>rd</sup> AGM on payment of such remuneration as may be mutually agreed upon between Board of Directors and the Statutory Auditors from time to time. The appointment is subject to approval of the shareholders of the Company.

M/s. Price Waterhouse Chartered Accountants LLP, is a Chartered Accountant firm, primarily engaged in providing auditing and other assurance services to its clients. The Firm has more than 110 Assurance Partners as at June 18, 2024. It has a valid peer review certificate and audits various companies listed on stock exchanges in India.

M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants, have provided their consent under Section 139 of the Act, for their appointment as Statutory Auditors along with a certificate stating that their appointment will be as per the criteria as specified under Section 141(3) of the Act.

The proposed remuneration to be paid to the Statutory Auditors for the financial year 2024-25 is ₹ 43,00,000/- (Rupees Forty Three Lakhs only). The said remuneration excludes applicable taxes and out of pocket expenses.

The remuneration to be paid for the subsequent year(s) of their term shall be mutually agreed between the Board of Directors and Statutory Auditors, from time to time, subject to the recommendation of the Audit Committee. There is no material change in the remuneration proposed to be paid to Auditors for the financial year 2024-25 and the remuneration paid to the outgoing Auditors for the financial year 2023-24.

None of the Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives are concerned or interested, financially or otherwise in this resolution.

The Board of Directors thereby recommends passing of the resolution as set out under Item No. 5 of this Notice for approval of the Shareholders as Ordinary Resolution.

### **Item No. 6: To alter main object clause of Memorandum of Association of the Company**

The Company continues to evaluate multiple growth opportunities in its existing businesses that have good future prospects and also enables it enhance its addressable target market by looking at other products that are associated with the growing years of kids, children and young adults.

To facilitate such initiatives, the Board of Directors of the Company at their meeting held on August 12, 2024 have proposed alternation to the object clause in the Memorandum of Association ('MOA') of the Company, subject to approval of shareholders at ensuing Annual General Meeting. These alternations to the object clause shall enable the Company to unearth new synergies of growth, expand its potential market opportunity and increase shareholders returns. The aforesaid alteration, if approved by the Shareholders, shall be registered by the Registrar of Companies, Ahmedabad, Gujarat ('ROC') as per the provisions of the Companies Act, 2013 ('the Act').

In accordance with the provisions of Section 13 of the Act, alteration of the Objects Clause of the MOA requires approval of Shareholders of the Company by way passing a special resolution.

Accordingly, the approval of Shareholders is sought for alteration of the main object clause of the MOA of the Company.

Shareholders may access the electronic copy MOA by sending a request to the Company at [ir@domsindia.com](mailto:ir@domsindia.com) stating their name and DP/ Client ID and will be available for inspection by the Shareholders upto the conclusion of the AGM.

None of the Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives are concerned or interested, financially or otherwise in this resolution.

The Board of Directors thereby recommends passing of the resolution as set out under Item No. 6 of this Notice for approval of the Shareholders as Special Resolution.

### **Item No. 7: To ratify the remuneration payable to the Cost Auditors of the Company for the financial year ending March 31, 2025**

The Board of Directors of the Company at their meeting held on May 24, 2024, based on the recommendation of the Audit Committee had appointed M/s. B.F. Modi & Associates, Cost Accountants (Firm Registration No. 100604) as the Cost Auditors of the Company for conducting audit of the Cost records of the Company for the financial year 2024-25, at a remuneration of ₹ 56,000 (Rupees Fifty Six Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s)

thereof for the time being in force) the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors of the Company, has to be ratified by the Shareholders of the Company.

Accordingly, the consent of the shareholders is sought for ratification of the remuneration payable to the Cost Auditors.

**Registered Office:**

J-19, G.I.D.C, Opp. Telephone Exchange,  
Umbergaon- 396171, Gujarat, India.

CIN: L36991GJ2006PLC049275

Email- [ir@domsindia.com](mailto:ir@domsindia.com)

Tel.: 91 7434888445

[www.domsindia.com](http://www.domsindia.com)

Place: Umbergaon

Date: August 12, 2024

None of the Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives are concerned or interested, financially or otherwise in this resolution.

The Board of Directors thereby recommends passing of the resolution as set out under Item No. 7 of this Notice for approval of the Shareholders as Ordinary Resolution.

By Order of the Board of Directors

**Mitesh Padia**

Company Secretary and Compliance Officer

## BRIEF PROFILE OF DIRECTORS

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed / re-appointed.

Name of Director(s)	<b>Santosh Raveshia</b> (DIN: 00147624)	<b>Chandni Somaiya</b> (DIN: 02003554)
Age (Years)	48	51
Experience (including expertise)/ brief resume	Vast experience in the stationery and art material industry. For detailed profile please refer the Corporate Governance Report and the Company's website at <a href="http://www.domsindia.com">www.domsindia.com</a> .	Vast experience in the stationery and art material industry. For detailed profile please refer the Corporate Governance Report and the Company's website at <a href="http://www.domsindia.com">www.domsindia.com</a> .
Date of first appointment on the Board	October 24, 2006	February 15, 2008
Shareholding in the Company as on the date of Notice	95,62,679 Equity Shares of ₹ 10/- each	22,49,900 Equity Shares of ₹ 10/- each
Terms and conditions of appointment/re-appointment	Re-appointment in terms of section 152(6) of the Act	Re-appointment in terms of section 152(6) of the Act
Details of remuneration last drawn for financial year 2023-24	₹ 171.88 Lakhs. For details of remuneration please refer the Corporate Governance Report.	₹ 116.88 Lakhs. For details of remuneration please refer the Corporate Governance Report.
Details of Remuneration Sought to be paid for financial year 2024-25	As per existing approved terms	As per existing approved terms
Relationship with other Directors / Key Managerial Personnel of the Company (Inter-se Relationship)	Brother of Chandni Somaiya	Sister of Santosh Raveshia
Number of meetings of the Board attended during the financial year 2023-24	12 of 12	7 of 12
Chairpersonship/Membership of the Committee(s) of the Board of Directors of the Company as on the date of Notice	Member of Audit Committee	Member of Stakeholders Relationship Committee
Directorship held in other Companies (excluding foreign companies) as on the date of Notice	1. Micro Wood Private Limited	1. Fixy Adhesives Private Limited 2. Kika V-comm Private Limited 3. Inxon Pens & Stationery Private Limited 4. Moms Pick Foods Private Limited 5. Skido Industries Private Limited
Committees position held in other companies as on the date of Notice	Nil	Nil
Listed companies from which the person has resigned in the past three years	Nil	Nil