



POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of The Companies Act, 2013, read with Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014

Dear Shareholder(s),

NOTICE is hereby given pursuant to the provisions of Sections 108 and 110 and other applicable provisions of The Companies Act, 2013 (**'the Act'**) read with The Companies (Management and Administration) Rules, 2014, and General Circular 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, 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, issued by the Ministry of Corporate Affairs, Government of India (**'MCA Circulars'**), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**) and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), that the resolutions as set out below be passed by the Shareholders of **DOMS Industries Limited ('the Company')** through Postal Ballot by way of remote electronic voting (**'remote e-voting'**) for the following Special Resolutions:

Sr. No.	Particulars
1.	Ratification of DOMS Industries Limited Employee Stock Option Plan 2023 ('ESOP 2023' / 'the Plan')
2.	Ratification of Grant of Options to the Employees of the Subsidiary Companies from Employee Stock Option Plan (ESOP 2023/the Plan) of the Company
3.	Approval for providing Loan to Subsidiary Companies (i) Pioneer Stationery Private Limited (ii) Micro Wood Private Limited (iii) Skido Industries Private Limited (SKIDO)
4.	Ratification of Promoter's rights in accordance with Regulation 31B of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI LODR Regulations')

An Explanatory Statement pursuant to Section 102, 110 and other applicable provision of the Act, pertaining to the proposed resolutions setting out the material facts and the reasons thereof forms part of this Postal Ballot Notice (**'the notice'** or **'the Postal Ballot Notice'**).

In compliance with Regulation 44 of SEBI LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and MCA Circulars, the manner of voting on the proposed Special Resolutions is restricted only by remote e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for remote e-voting are being sent only through electronic mode to those Shareholders whose email address is registered with the Company / Depository Participant (**'DP'**).

The Board has appointed CS Shreyans Jain (FCS 8519) of M/s. Shreyans Jain & Co., Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot / remote e-voting process through electronic means in a fair and transparent manner.



In compliance with provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations and SS-2, the Company has provided e-voting facility to its Shareholders to cast their votes electronically. The Company has engaged National Securities Depository Limited ('NSDL'), with respect to remote e-voting facility. The detailed procedure with respect to remote e-voting is mentioned in this Postal Ballot Notice.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	09:00 a.m. I.S.T. on Thursday April 18, 2024
Conclusion of remote e-voting period	05:00 p.m. I.S.T. on Friday, May 17, 2024
Cut-off date for eligibility to vote	Friday, April 12, 2024

Shareholders are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-voting by not later than **05:00 p.m. I.S.T. on Friday, May 17, 2024**. The remote e-voting facility will be disabled by NSDL thereafter.

The Scrutinizer will submit his report to the Chairperson of the Company ('**Chairperson**') or any other person authorised by the Chairperson, and the result of the voting by Postal Ballot will be announced on or before **05:00 p.m. I.S.T. on Tuesday, May 21, 2024**. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of remote e-voting i.e. on **Friday, May 17, 2024**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

RESOLUTIONS:

Item No. 1: Ratification of DOMS Industries Limited Employee Stock Option Plan 2023 ('ESOP 2023' / 'the Plan')

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

"RESOLVED THAT pursuant to the applicable provisions of Section 62(1)(b) and other applicable provisions of The Companies Act, 2013 (**'the Act'**) read with Rule 12 of The Companies (Share Capital and Debenture) Rules, 2014 and other applicable provisions of the Act and pursuant to Regulation 12(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (**'SEBI SBEBSE Regulations'**) and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable to the Company, the relevant provisions of the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the consent of the Shareholders of the Company be and are hereby accorded for ratification of DOMS Industries Limited Employee Stock Option Plan 2023 (**'ESOP 2023' / 'the Plan'**)."

"RESOLVED FURTHER THAT pursuant to the consent of the Shareholders of the Company, the Board of Directors of the Company (**'the Board'**) be and is hereby authorized to create, offer, issue, grant, from time to time, in one or more tranches, such number of options to permanent employees of the Company and its Subsidiary Companies, as determined by the Board, not exceeding 1,125,000 (One Million One Hundred and Twenty Five Thousand) options exercisable into 1,125,000 (One Million One Hundred and Twenty Five Thousand) Equity Shares of ₹ 10/- each of the Company under the Plan, each option giving the holder the right but not the obligation to subscribe to one fully paid up Equity Share of the Company, at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the applicable laws and the provisions of the Plan."

"RESOLVED FURTHER THAT pursuant to the consent of the Shareholders of the Company, the Board be and is hereby authorized to issue and allot Equity Shares upon exercise of options from time to time in accordance with the Plan and such Equity Shares shall rank *pari-passu* in all respects with the existing Equity Shares of the Company."

“RESOLVED FURTHER THAT the Plan shall be administered by the Nomination and Remuneration Committee (**‘the Committee’**) of the Company who shall have all the necessary powers as defined in the Plan, be and is hereby designated as the Committee in pursuance of SEBI SBEBSE Regulations, as and when applicable to the Company, for the purpose of administration and implementation of the Plan.”

“RESOLVED FURTHER THAT pursuant to the consent of the Shareholders of the Company, to the extent required, the Board be and is hereby authorised to make any modifications or revisions in the Plan as it may deem fit, from time to time, provided that the same is in conformity with the Act, The Companies (Share Capital and Debenture) Rules, 2014, SEBI SBEBSE Regulations, the Articles of Association of the Company and any other applicable laws.”

“RESOLVED FURTHER THAT the Company shall confirm to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.”

“RESOLVED FURTHER THAT pursuant to the consent of the Shareholders of the Company and in compliance with SEBI SBEBSE Regulations and other applicable laws, rules and regulations, the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and deeds as are required for regulatory and legal compliance including making application to the Stock Exchanges to seek In-principle and final listing approval for listing and trading of Equity Shares allotted under the Plan in terms of the SEBI SBEBSE Regulations and SEBI LODR Regulations and for filing any required forms, applications with the Registrar of Companies, Depositories and execution of all relevant documents as may be required in order to give effect to the above resolutions.”

Item No. 2: Ratification of Grant of Options to the Employees of the Subsidiary Companies from Employee Stock Option Plan (ESOP 2023/ the Plan) of the Company

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

“RESOLVED THAT pursuant to the applicable provisions of Section 62(1)(b) and other applicable provisions of The Companies Act, 2013 (**‘the Act’**) read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 and other applicable provisions of applicable the Act and Regulation 12(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (**‘SEBI SBEBSE Regulations’**) and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable to the Company, the Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the consent of the Shareholders of the Company be and are hereby accorded for, ratification of Grant of Options to the Employees of the Subsidiary Companies from DOMS Industries Limited Employee Stock Option Plan 2023 (**‘ESOP 2023’/ ‘the Plan’**).”

“RESOLVED FURTHER THAT pursuant to the consent of Shareholders of the Company, the Board of Directors of the Company (**‘the Board’**) be and is hereby authorized to create, offer, issue, grant, from time to time, in one or more tranches, such number of options to permanent employees of its subsidiaries, as determined by the Board, not exceeding 1,125,000 (One Million One Hundred and Twenty Five Thousand) options exercisable into 1,125,000 (One Million One Hundred and Twenty Five Thousand) Equity Shares of ₹ 10/- each of the Company under the Plan, each option giving the holder the right but not the obligation to subscribe to one fully paid up Equity Share of the Company, at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the applicable laws and the provisions of the Plan.”

“RESOLVED FURTHER THAT the plan shall be administered by the Nomination and Remuneration Committee (**‘the Committee’**) of the Company who shall have all the necessary powers as defined in the Plan and is hereby designated as the Committee in pursuance of SEBI SBEBSE Regulations, for the purpose of administration and implementation of the Plan.”

“RESOLVED FURTHER THAT pursuant to the consent of Shareholders of the Company, the Board be and is hereby authorized to make any modifications or revisions in the Plan as it may deem fit, from time to time, provided that the same is in conformity with the Act, The Companies (Share Capital and Debenture) Rules, 2014, SEBI SBEBSE Regulations, the Articles of Association of the Company and any other applicable laws.”

“RESOLVED FURTHER THAT the Company shall confirm to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.”

“RESOLVED FURTHER THAT pursuant to the consent of Shareholders of the Company and in compliance with SEBI SBEBSE Regulations and other applicable laws, rules and regulations, the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.”

“RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts and deeds as are required for regulatory and legal compliance including filing any necessary forms with the Registrar of Companies and execution of all relevant documents as may be required in order to give effect to these resolutions.”

Item No. 3: Approval for providing Loan to the Subsidiary Companies of the Company

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

“RESOLVED THAT pursuant to the applicable provisions of Section 185(2) and other applicable provisions of The Companies Act, 2013 (**‘the Act’**) and Rules made thereunder and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable to the Company, the consent of the Shareholders of the Company be and are hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **‘Board’** which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), to provide Loan, in one of more tranches, to the Subsidiary Companies to such extent and at such interest rates as appended below in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans shall be utilized by the Subsidiary Companies for their principle business activities.”

Sr. No.	Name of Subsidiary Companies	Maximum Amount of Unsecured Loan	Range of Rate of Interest
1.	Pioneer Stationery Private Limited	₹ 15,00,00,000	8.6% to 12.0% p.a.
2.	Micro Wood Private Limited	₹ 20,00,00,000	8.6% to 12.0% p.a.
3.	Skido Industries Private Limited	₹ 3,00,00,000	8.6% to 12.0% p.a.

“RESOLVED FURTHER THAT the Board of Directors of the Company (**‘the Board’**) be and is hereby authorized to do all such acts and deeds as are required for regulatory and legal compliance including filing any necessary forms with the Registrar of Companies and execution of all relevant documents as may be required in order to give effect to these resolutions.”

Item No. 4: Ratification of Promoter’s rights in accordance with Regulation 31B of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI LODR Regulations’)

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

“**RESOLVED THAT** pursuant to the requirements prescribed under Regulation 31B of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘**SEBI LODR Regulations**’), the letter of observation dated September 08, 2023, issued by Securities and Exchange Board of India and pursuant to the applicable provisions of the Companies Act, 2013 (‘**the Act**’) and such rules made thereunder and other applicable laws, rules and regulations, guidelines (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and further subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, the consent of the Shareholders of the Company be and are hereby accorded to give effect to the (i) ‘*Nomination Rights*’ of ‘Indian Promoter Shareholders’ and ‘FILA’; and (ii) ‘*Information Rights*’ available to F.I.L.A. - Fabbrica Italiana Lapis Ed Affini S.P.A. (‘**FILA**’) vis-a-vis the Company, which have survived the Amended and Restated Shareholders’ Agreement dated October 26, 2015 (‘**SHA**’) and Waiver cum Amendment Agreement dated August 17, 2023 (‘**Waiver Agreement**’) executed between (a) FILA and (b) Santosh Rasiklal Raveshia, Sejal Santosh Raveshia, Chandni Vijay Somaiya, Sheetal Hiren Parpani, Sanjay Mansukhlal Rajani, Ketan Mansukhlal Rajani, Pravina Mansukhlal Rajani, Ila Sanjay Rajani and Shilpa Ketan Rajani (collectively referred to as ‘**Indian Promoter Shareholders**’) and were to be effective only post receipt of approval of the shareholders by way of a Special Resolution.”

“**RESOLVED FURTHER THAT** considering the importance of Indian Promoter Shareholders and FILA to the overall management of the Company as well its growth and strategic direction, the consent of the Shareholders of the Company be and are hereby accorded to give effect to the Nomination Rights of the ‘Indian Promoter Shareholders’ and ‘FILA’ to nominate Directors on the Board in accordance with the following shareholding thresholds calculated on a fully diluted basis in the share capital of the Company:

FILA Group’ aggregate shareholding on a fully diluted basis	FILA’s corresponding right to nominate Directors	Indian Promoter Shareholders’ aggregate shareholding on a fully diluted basis	Indian Promoter Shareholders’ corresponding right to nominate Directors)
Greater than or equal to 35% but less than 51%	5 directors	Greater than or equal to 35% but less than 51%	5 directors
Greater than or equal to 25% but less than 35%	3 directors	Greater than or equal to 25% but less than 35%	3 directors
Greater than or equal to 15% but less than 25%	2 directors	Greater than or equal to 15% but less than 25%	2 directors
Greater than or equal to 10% but less than 15%	1 director	Greater than or equal to 10% but less than 15%	1 director

“**RESOLVED FURTHER THAT** considering that FILA is a Listed Company on the Milan Stock Exchange and has certain obligations with respect to making requisite disclosures pertaining to its financial and other information, for which it requires certain information from the Company and for which the consent of the Shareholders of the Company be and are hereby accorded to give effect to the Information Rights that shall allow the Company to provide the following information to FILA from time to time:

- (i) financial statements/ audited reports;
- (ii) annual budget/ projections;
- (iii) annual, half-yearly, quarterly and monthly accounts.

“RESOLVED FURTHER THAT the Board of Directors of the Company (**‘the Board’**) be and is hereby authorized to do all such acts and deeds as are required for regulatory and legal compliance including filing any necessary forms with the Registrar of Companies and execution of all relevant documents as may be required in order to give effect to these resolutions.”

Registered Office:

DOMS Industries Limited,
(Formerly known as DOMS Industries Private Limited)
J-19, G.I.D.C, Opp. Telephone Exchange,
Umbergaon - 396171, Gujarat, India.
CIN: L36991GJ2006PLC049275
Email - ir@domsindia.com
Tel.: 7434888445
www.domsindia.com

By Order of the Board of Directors
For DOMS Industries Limited

Sd/-
Mitesh Padia
Company Secretary and Compliance Officer

Umbergaon
March 20, 2024

Notes:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with The Companies (Management and Administration) Rules, 2014, stating all material facts and the reason / rationale for proposed Special Resolutions is annexed herewith.
2. This Postal Ballot Notice is being sent to the Shareholders whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (**‘NSDL’**) and Central Depository Services (India) Limited (**‘CDSL’**) and whose email address is registered with the Company / Depository Participant (**‘DP’**), as on **Friday, April 12, 2024** (**‘the Cut-off Date’**). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.
3. In compliance with Regulation 44 of SEBI LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and MCA Circulars, the manner of voting on the proposed Special Resolutions is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of Postal Ballot Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the Shareholders. The communication of the assent or dissent of the Shareholders would only take place through the remote e-voting system.
4. Shareholders holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (**‘DP’**).
5. Relevant documents referred to Explanatory Statement pursuant to Section 102 of the Act are available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by remote e-voting i.e. on **Friday, May 17, 2024**. Shareholders may send request to ir@domsindia.com from their registered e-mail address mentioning their names, DP ID and Client ID during the remote e-voting period.
6. In case of any queries, you may contact the Company at ir@domsindia.com or you may contact the Registrar and Share Transfer Agent at enotices@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.
7. Once the vote on the resolution is cast by the Shareholders, he / she shall not be allowed to change it subsequently. The voting rights of Shareholders shall be in proportion to their shares of the paid-up Equity Share capital of the Company as on **Friday, April 12, 2024**, being the Cut-off Date fixed for the purpose. Shareholders may note that this Postal Ballot notice will also be available on the website of the Company at 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 and National Stock Exchange of India Limited at www.nseindia.com and the website of NSDL at www.evoting.nsdl.com.

8. The remote e-voting period commences at **Thursday, April 18, 2024** and ends at **Friday, May 17, 2024**. The remote e-voting module will be disabled by NSDL for voting thereafter.
9. The Scrutinizer shall immediately after the conclusion of voting through remote e-voting, make a Scrutinizer's Report of the total votes cast in favour or against, if any, and will submit his report to the Chairperson of the Company or any person authorised by him. The result of the voting by Postal Ballot will be announced on or before **05:00 p.m. I.S.T. on Tuesday, May 21, 2024**. The result shall be announced on the website of BSE Limited and National Stock Exchange of India Limited and where Equity Shares of the Company are listed. The results will also be disclosed on the Company's website at www.domsindia.com and on the website of NSDL at www.evoting.nsdl.com.
10. Special Resolutions passed by the Shareholders by means of Postal Ballot will be deemed to have been passed at a General Meeting of the Shareholders. The Special resolutions, if passed by requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. on **Friday, May 17, 2024**.

Instructions for e-voting:

The process to vote electronically on NSDL e-Voting system consists of 2 steps:





Step1: Access to NSDL e-voting system

(A) Login method for e-Voting 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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Speede App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

(B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.nsd.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 128360 then user ID is 101456001***

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.nsd.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-voting system?

1. 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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@gmail.com with a copy marked to 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 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 or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd. at 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 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.
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. 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, Shareholder/members may send a request to 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.



Explanatory Statement Pursuant to Sections 102(1) and 110 of The Companies Act, 2013

Item No. 1 and 2: Ratification of DOMS Industries Limited Employee Stock Option Plan 2023 and related matters

Pursuant to Regulation 12(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**'SEBI SBEBSE Regulations'**), no Company is permitted to make any fresh grant which involves allotment or transfer of shares to its employees under an employee stock option plan formulated prior to its IPO and prior to the listing of its Equity Shares (**'Pre-IPO Scheme'**) unless:

- (i) Such scheme is in conformity with the SEBI SBEBSE Regulations; and
- (ii) Such Pre-IPO Scheme is ratified by its shareholders subsequent to the IPO.

Further, in terms of Regulation 6 of SEBI SBEBSE Regulations, approval of the Shareholders by way of separate Special Resolution is also required for granting options to the employees of Subsidiary Companies as defined in SEBI SBEBSE Regulations.

The Board of Directors (**'the Board'**) of the Company at their meeting held on July 20, 2023 and the Shareholders of the Company at their meeting held on July 23, 2023 approved and adopted DOMS Industries Limited Employee Stock Option Plan 2023 (**'ESOP 2023' / 'the Plan'**) for the benefit of the eligible employees of the Company and its Subsidiary Companies (as defined under The Companies Act, 2013 (**'the Act'**)), which entitles them to the shares / appreciation related to the shares of the Company prior to the Initial Public Offering (**'IPO'**) of the Company.

The ESOP 2023 has been formulated by the Board of the Company with an aim to encourage and motivate employees of the Company and its Subsidiary Companies in strengthening and improving their performance, thereby contributing to the overall growth of the Company.

The Board at their meeting held on March 20, 2024, approved and recommended to the Shareholders of the Company for ratification of ESOP 2023 by way of passing of Special Resolution.

Accordingly, approval of the Shareholders of the Company is being sought for ratification of the ESOP 2023 and the issue of Employee Stock Options ("ESOPs") to the eligible employees as may be determined by the Nomination and Remuneration Committee in accordance with the ESOP 2023.

Pursuant to Regulation 6 and Regulation 14 SEBI SBEBSE Regulations, as well as the requirements prescribed by Section 67(3)(b) of the Act read with Rule 16(2) of The Companies (Share Capital and Debentures) Rules, 2014, the key details of the ESOP 2023 are set out below:

Sr. No.	Particulars	DOMS Industries Limited Employee Stock Option Plan 2023
a.	Brief description of the ESOP 2023.	<p>The Purpose of the ESOP 2023 is to reward the Employees for association, dedication and contribution to the goals of DOMS Industries Limited ('the Company').</p> <p>The Company intends to use this Plan to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability and to retain and motivate senior and critical human resources and to promote loyalty to the Company. The Company views employee stock options as instruments that would enable the employees to get a share in the value they create for the Company in the years to come.</p>

b.	The total number of options to be offered and granted.	Not Exceeding 1,125,000 (One Million One Hundred and Twenty Five - Thousand) stock options would be available for grant to the Eligible Employees under the ESOP 2023, through the primary market route.
c.	Identification of classes of employees entitled to participate and be beneficiaries in the ESOP 2023.	<p>(i) A permanent employee of the Company working in India or outside India; or</p> <p>(ii) A Director of the Company whether whole-time or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or an employee defined in Sub-clauses (i) and (ii) hereof of one or more Subsidiary Companies whether in or outside India, whether present or future. However, the term 'Employee' shall not include:</p> <p>a) an employee who is a Promoter or a person belonging to the Promoter Group; or</p> <p>b) a Director who either by himself/ herself or through his/ her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company; or</p> <p>c) an Independent Director within the meaning of the Companies Act and / or SEBI (Listing Obligations and Disclosure Requirements), 2015.</p>
d.	Requirements of vesting and period of vesting.	<p>a) Options granted under ESOP 2023 would vest not earlier than five years and not later than ten years from the date of grant of such Options. Provided that in case where Options are granted by the Company under the Plan in lieu of Options held by a person under a similar Plan in another company (Transferor Company) which has merged or amalgamated with the Company, the period during which the Options granted by the Transferor Company were held by him shall be adjusted against the minimum Vesting Period required under this sub-clause.</p> <p>b) As a pre-requisite for a valid Vesting, an Option Grantee is required to be in employment or service of the Company / its Subsidiary Company(ies) on the date of Vesting and must neither be serving his notice for termination of employment/ service, nor be subject to any disciplinary proceedings pending against him on the date of Vesting. In case of any disciplinary proceedings against any Option Grantee, the Committee can keep the relevant Vesting in abeyance until disposal of the proceedings and such Vesting shall be determined accordingly. The Options would vest on completion of Vesting Period.</p> <p>c) In the event that an Employee, who has been granted Options under the Plan, is transferred or deputed to an associate company prior to Vesting or Exercise, the Vesting and Exercise as per the terms of Grant shall continue in case of such transferred or deputed Employee even after the transfer or deputation.</p> <p>d) The Nomination & Remuneration Committee may also specify certain performance parameters, detailed terms and conditions relating to such performance based vesting, the proportion in which options granted would vest and/or lock in period subject to which the Options would vest.</p> <p>e) The specific vesting schedule and conditions subject to which vesting would take place would be outlined in the document(s) given to the Option Grantee at the time of grant of Options.</p>

e.	Maximum period (subject to regulation 18(1) and 24(1) of SEBI SBESE Regulations, as the case may be) within which the options shall be vested.	The Maximum vesting period shall not be more than 10 (ten) years from the date of Grant of ESOPs.																					
f.	Exercise price or pricing formula.	The Exercise price for stock options granted to the eligible employees shall be ₹ 250/- (Rupees Two hundred and Fifty Only).																					
g.	Exercise period / offer period and process of exercise / acceptance of offer.	<p>The exercise period shall be 06 months from the date of respective vesting or such other shorter period as may be decided by the Nomination & Remuneration Committee from time to time.</p> <p>In case of cessation of employment due to the following reasons, the ESOPs will vest and will have to be exercised as follows:</p> <table border="1" data-bbox="595 853 1398 2020"> <thead> <tr> <th data-bbox="595 853 671 913">Sr. No.</th> <th data-bbox="671 853 858 913">Separations</th> <th data-bbox="858 853 1126 913">Vested Options</th> <th data-bbox="1126 853 1398 913">Unvested Options</th> </tr> </thead> <tbody> <tr> <td data-bbox="595 913 671 1211">1.</td> <td data-bbox="671 913 858 1211">Resignation/ termination (other than due to Cause)</td> <td data-bbox="858 913 1126 1211">All Vested Options as on date of submission of resignation may be exercised by the Option Grantee by the last working day with the Company.</td> <td data-bbox="1126 913 1398 1211">All Unvested Options on the date of submission of resignation shall expire and stand cancelled with effect from date of submission of resignation.</td> </tr> <tr> <td data-bbox="595 1211 671 1473">2.</td> <td data-bbox="671 1211 858 1473">Termination due to Cause</td> <td data-bbox="858 1211 1126 1473">All Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.</td> <td data-bbox="1126 1211 1398 1473">All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.</td> </tr> <tr> <td data-bbox="595 1473 671 1671">3.</td> <td data-bbox="671 1473 858 1671">Retirement</td> <td data-bbox="858 1473 1126 1671">All Vested Options can be exercised by the Option Grantee within 06 months from date of retirement.</td> <td data-bbox="1126 1473 1398 1671">All Unvested Options shall stand cancelled as on the date of such Retirement.</td> </tr> <tr> <td data-bbox="595 1671 671 2020">4.</td> <td data-bbox="671 1671 858 2020">Death</td> <td data-bbox="858 1671 1126 2020">All Vested Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 06 months from the date of Death.</td> <td data-bbox="1126 1671 1398 2020">All the Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 06 months from the date of Death.</td> </tr> </tbody> </table>		Sr. No.	Separations	Vested Options	Unvested Options	1.	Resignation/ termination (other than due to Cause)	All Vested Options as on date of submission of resignation may be exercised by the Option Grantee by the last working day with the Company.	All Unvested Options on the date of submission of resignation shall expire and stand cancelled with effect from date of submission of resignation.	2.	Termination due to Cause	All Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.	3.	Retirement	All Vested Options can be exercised by the Option Grantee within 06 months from date of retirement.	All Unvested Options shall stand cancelled as on the date of such Retirement.	4.	Death	All Vested Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 06 months from the date of Death.	All the Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 06 months from the date of Death.
Sr. No.	Separations	Vested Options	Unvested Options																				
1.	Resignation/ termination (other than due to Cause)	All Vested Options as on date of submission of resignation may be exercised by the Option Grantee by the last working day with the Company.	All Unvested Options on the date of submission of resignation shall expire and stand cancelled with effect from date of submission of resignation.																				
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4.	Death	All Vested Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 06 months from the date of Death.	All the Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 06 months from the date of Death.																				

		<p>5. Permanent Incapacity</p> <p>All Vested Options may be exercised by the Option Grantee or, if the Option Grantee is himself, unable to exercise due to such incapacity, the nominee or legal heir, immediately after, but in no event later than 06 months from the date of such incapacity.</p>	<p>All the Unvested Options as on the date of such Permanent Incapacity shall vest immediately and can be exercised by the Option Grantee or, if the Option Grantee is himself unable to exercise due to such incapacity, the nominee or legal heir immediately after, but in no event later than 06 months from the date of such incapacity.</p>
		<p>6. Other reasons apart from those mentioned above</p> <p>The Nomination & Remuneration Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.</p>	<p>As decided by the Nomination & Remuneration Committee in accordance with the applicable law and such decision shall be final.</p>
h.	The appraisal process for determining the eligibility of employees for the ESOP 2023.	The Appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Nomination & Remuneration Committee at its sole discretion, from time to time.	
i.	Maximum number of options to be offered and issued per employee and in aggregate, if any.	The maximum number of Options that may be granted per Employee and in aggregate shall be decided by the Nomination & Remuneration Committee depending upon the designation and the appraisal/assessment process. However, the Grant of Options to identified Employees, shall not, at any time exceed the total Option pool size approved by the shareholders for ESOP 2023. If the number of Options that may be offered to any specific employee shall be 1.00% or more of the issued capital (excluding warrants & conversion) of the Company at the time of grant of options, then the Company will take prior approval from shareholders of the Company.	
j.	Maximum quantum of benefits to be provided per employee under the ESOP 2023.	The maximum number of Options that may be granted per Employee and in aggregate shall be decided by the Nomination & Remuneration Committee depending upon the designation and the appraisal/assessment process. However, the Grant of Options to identified Employees, shall not, at any time exceed the total Option pool size approved by the shareholders for ESOP 2023. If the number of Options that may be offered to any specific employee shall be 1.00% or more of the issued capital (excluding warrants & conversion) of the Company at	

		the time of grant of options, then the Company will take prior approval from Shareholders of the Company.
k.	Whether the ESOP 2023 is to be implemented and administered directly by the Company or through a trust.	The ESOP 2023 shall be administered by the Nomination & Remuneration Committee in accordance with the proviso to Regulation (5)(2) of the SEBI SBEBSE Regulations. All questions of interpretation of the ESOP 2023 shall be determined by the Nomination & Remuneration Committee and such determination shall be final and binding upon all persons having an interest in the ESOP 2023 or in any Option issued thereunder.
l.	Whether the ESOP 2023 involves new issue of shares by the Company or secondary acquisition by the trust or both.	The Scheme involves issue of new shares of the Company.
m.	The amount of loan to be provided for implementation of the ESOP 2023 by the Company to the trust, its tenure, utilization, repayment terms, etc.	Not Applicable
n.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOP 2023.	Not Applicable
o.	A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15.	The Company shall follow the laws / regulations applicable to accounting and disclosures related to Employee Stock Options, including but not limited to the Guidance Note on Accounting for Employee Share-based Payments and / or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other authority from time to time, including the disclosure requirements prescribed therein.
p.	The method which the Company shall use to value its options.	The Company shall adopt 'Fair Value Method' for valuation of ESOP 2023 as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.
q.	Period of lock-in.	<p>The Shares issued upon Exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such Exercise, other than as may be required by Applicable Laws.</p> <p>Provided however that the Shares allotted on such Exercise cannot be sold for such days from the date of allotment in terms of Code of Conduct to Regulate, Monitor & Report Trading by Designated Persons read with Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015 (SEBI Insider Trading Regulations), as amended or such</p>

		other period as may be stipulated from time to time in terms of said Code of Conduct.
r.	Terms & conditions for buyback, if any, of specified securities covered under these regulations.	Not Applicable

The Nomination and Remuneration Committee of the Company shall be authorized to implement and grant the employee stock options under ESOP 2023.

A copy of the ESOP 2023, would be available for inspection, by the Shareholders without any fee, only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. on **Friday, May 17, 2024**. Shareholders may send request to ir@domsindia.com from their registered e-mail address mentioning their names, DP ID and Client ID during the voting period.

The Board thereby recommends passing of the resolutions as set out under Item Nos. 1 and 2 of this Postal Ballot Notice for approval of the Shareholders as Special Resolutions.

None of the Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives are concerned or interested, financially or otherwise, except to the extent that the stock options may be granted to any of them pursuant to the ESOP 2023.

Item No. 3: Approval for Providing of Loan to the Subsidiary Companies of the Company

Pursuant to Section 185 of The Companies Act, 2013 (**'the Act'**), a Company may advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to compliance with the following conditions:

1. Approval of the Shareholders of the Company is obtained by the Company for providing loan and
2. The loans are utilized by the borrowing Companies for its principal business activities.

The Audit Committee and the Board of Directors of the Company, at their meeting held on March 20, 2024, provided their consent to allow the Company to provide loan to its subsidiary companies, Pioneer Stationery Private Limited and Micro Wood Private Limited. Further, the Audit Committee and the Board of Directors of the Company, during the same meeting, also provided their consent allowing the Company to provide loan to Skido Industries Private Limited, once it becomes a subsidiary of the Company. Such loans that shall be provided by the Company to its Subsidiary Companies shall be used for their principle business activities including growth capital for purchase of plant, machinery & other fixed assets, working capital requirements and repayment of existing loans. This shall help the Company to augment its long-term resources and render support for the business requirements of its Subsidiary Companies.

In view of the above, the Board seeks the consent of the Shareholders by way of a Special Resolution, pursuant to Section 185 of the Act, for providing loan to Pioneer Stationery Private Limited, Micro Wood Private Limited and Skido Industries Private Limited (collectively referred to as **'Subsidiary Companies'**), as may be required from time to time for their principle business activities including growth capital, working capital requirements and repayment of existing loans, to such extent and at such interest rates as appended below, on the terms and conditions as may be decided by the Board in its absolute discretion deemed beneficial and it the best interest of the Company:

Sr. No.	Name of Subsidiary Companies	Maximum Amount of Unsecured Loan	Range of Rate of Interest
1.	Pioneer Stationery Private Limited	₹ 15,00,00,000	8.6% to 12.0% p.a.
2.	Micro Wood Private Limited	₹ 20,00,00,000	8.6% to 12.0% p.a.
3.	Skido Industries Private Limited	₹ 3,00,00,000	8.6% to 12.0% p.a.

The Board thereby recommends passing of the resolution as set out under Item No. 3 of this Postal Ballot Notice for approval of the Shareholders as Special Resolution.

None of the Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives, except Mr. Santosh Rasiklal Raveshia, Mr. Sanjay Mansukhlal Rajani, Mr. Chandni Vijay Somaiya, Mr. Ketan Rajani and Mr. Luca Pelosin and their immediate relatives, shall be deemed to be concerned or interested in the proposed Special Resolution.

Item No. 4: Ratification of Promoter's rights in accordance with Regulation 31B of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI LODR Regulations')

Regulation 31B of SEBI LODR Regulations requires that any Special Rights granted to the shareholders shall be required to be approved by the shareholders of the listed entity by way of a Special Resolution once in every five years starting from the date of such grant.

Earlier the Company had entered into a Shareholders' Agreement dated December 16, 2011 (the '**Initial Agreement**'), with Indian Promoter Shareholders and FILA ('Indian Promoter Shareholders' and 'FILA' are collectively referred to as the '**Promoters**'), wherein the parties recorded their agreement regarding, among other things, their roles, responsibilities, rights and obligations and their *inter se* relationship with respect to the Company. Thereafter, pursuant to a change in shareholding, the Parties entered into an Amended and Restated Shareholders Agreement dated October 26, 2015, (the '**SHA**') to regulate the terms and conditions of their *inter se* relationship with respect to their respective shareholding in the Company and the management and governance of the Company. The Shareholders' Agreement amended and restated the Initial Agreement.

Further, the Board and the Shareholders of the Company, pursuant to their respective resolutions dated July 20, 2023, and July 24, 2023 approved Initial Public Offer ('**IPO**'). Thereafter, the Company has entered into Waiver Cum Amendment Agreement to Shareholders' Agreement dated August 17, 2023 ('**Waiver Agreement**') with the Parties. In furtherance of the IPO, the Parties have agreed to waive and amend certain terms of the SHA, in order to enable the consummation of the IPO, as elaborated in the Waiver Agreement.

It was agreed between the parties, with effect from the date of filing of the updated Draft Red Herring Prospectus with SEBI ('**Filing Date**'): (i) all special rights available to the FILA / Indian Promoter Shareholders under Part B of the Articles of Association shall automatically terminate and cease to have effect, and (b) all special rights available to the FILA/ Indian Promoter Shareholders under the SHA and Waiver Agreement (together '**the Agreement**') other than the 'Nomination Rights' and 'the obligation of the Company to provide the Company Information', shall automatically terminate and cease to have effect. However, the 'Nomination Right' and the 'obligation of the Company to provide the Company Information' shall survive subject to the same being approved by the shareholders of the Company by way of a special resolution in their general meeting.

In view of the above, the Board seeks the consent of the Shareholders by way of a Special Resolution, pursuant to the requirements prescribed under Regulation 31B of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI LODR Regulations'), the letter of observation dated September 08, 2023 issued by the Securities and Exchange Board of India and pursuant to the applicable provisions of the Companies Act, 2013 ('the Act') and such rules made thereunder and other applicable laws, rules and regulations, guidelines (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and further subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, the consent of the Shareholders of the Company be and are hereby accorded to give effect to the (i) 'Nomination Rights' of 'Indian Promoter Shareholders' and 'FILA'; and (ii) 'Information Rights' available to FILA *vis-a-vis* the Company.

A copy of SHA and Waiver Agreement, would be available for inspection, by the Shareholders without any fee, only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. on **Friday, May 17, 2024**. Shareholders may send request to ir@domsindia.com from their registered e-mail address mentioning their names, DP ID and Client ID during the voting period.



The Board thereby recommends passing of the resolution as set out under Item No. 4 of this Postal Ballot Notice for approval of the Shareholders as Special Resolution.

All the Directors and Key Managerial Personnel (as defined under the Act) and their immediate relatives, except Independent Directors, Chief Financial Officer and Company Secretary and their immediate relatives, shall be deemed to be concerned or interested in the proposed Special Resolution.

Registered Office:

DOMS Industries Limited,
(Formerly known as DOMS Industries Private Limited)
J-19, G.I.D.C, Opp. Telephone Exchange,
Umbergaon - 396171, Gujarat, India.
CIN: L36991GJ2006PLC049275
Email - ir@domsindia.com
Tel.: 7434888445
www.domsindia.com

By Order of the Board of Directors
For DOMS Industries Limited

Sd/-
Mitesh Padia
Company Secretary and Compliance Officer

Umbergaon
March 20, 2024