



## POSTAL BALLOT NOTICE

### *Pursuant to Section 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 Section 110 read with Section 108 and other applicable provisions, if any, of The Companies Act, 2013 (**'the Act'**), read with Rule 20 and 22 of The Companies (Management and Administration) Rules, 2014 (**'the Rules'**), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**'SEBI LODR Regulations'**) and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and various subsequent circulars issued, read with Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (**'MCA Circulars'**), Secretarial Standard on General Meetings (**'SS - 2'**) issued by the Institute of Company Secretaries of India 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 Special Resolutions as set out hereunder, be passed by the Shareholders of **DOMS Industries Limited** (**'the Company'**) through Postal Ballot, by way of voting through electronic means (**'remote e-voting'**):

<b>Sr. No.</b>	<b>Particulars</b>
1.	Approval of Special Rights Granted to Promoter and Promoter Group of the Company under the Shareholders' Agreement
2.	Approval for increasing the maximum number of Directors of the Company from the existing limit of 15 (Fifteen) Directors to 20 (Twenty) Directors
3.	Approval for altering and adapting the revised set of Articles of Association of the Company

An Explanatory Statement pursuant to the provisions of Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the aforesaid proposed Special Resolutions setting out the material facts and the reasons/ rationale 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 Section 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 Participants (**'DP'**)/ Registrar and Share Transfer Agent (**'RTA'**).

The Board of Directors, at their meeting held on February 03, 2025, have appointed CS Shreyans Jain (Membership No.: FCS 8519) of M/s. Shreyans Jain & Co., Company Secretaries, Mumbai, as the Scrutinizer for conducting the Postal Ballot/ remote e-voting process in a fair and transparent manner.

In compliance with provisions of Section 108 and 110 of the Act, read with the Rule 20 and 22 of the Rules, Regulation 44 of SEBI LODR Regulations and SS-2, the Company has provided remote e-voting facility to its Shareholders to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (**'NSDL'**), to provide remote e-voting facility. The detailed procedure with respect to remote e-voting is mentioned in the Notes of 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, March 27, 2025
Conclusion of remote e-voting period	05:00 p.m. I.S.T. on Friday, April 25, 2025
Cut-off date for eligibility to vote	Friday, March 21, 2025

Shareholders are requested to read the instructions and notes carefully while expressing their assent (**FOR**) or dissent (**AGAINST**) and cast votes through remote e-voting by not later than **05:00 p.m. I.S.T. on Friday, April 25, 2025**. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The Scrutinizer will submit his report to the Chairperson of the Company (**'Chairperson'**) or any other person authorised by the Chairperson. The results of remote e-voting on Postal Ballot will be announced on or before **Tuesday, April 29, 2025**. The result will be declared along with the Scrutinizer's report and shall be communicated in the manner as provided in this Postal Ballot Notice.

The last date of remote e-voting i.e. on **Friday, April 25, 2025**, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

#### **SPECIAL BUSINESS:**

#### **Item No. 1: Approval of Special Rights Granted to Promoter and Promoter Group of the Company under the Shareholders' Agreement**

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, as amended, (**'SEBI LODR Regulations'**), and other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time (in each case, including any statutory modification(s) or reenactment(s) thereof for the time being in force and subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required and based on the recommendation received from the Board of Directors of the Company (**'Board'**, which term shall be deemed to include any committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Shareholders of the Company, be and is hereby accorded to the Company to give effect to the rights proposed to be granted under the Shareholders' Agreement to be entered into amongst F.I.L.A. - Fabbrica Italiana Lapis Ed Affini S.P.A. (**'FILA'**), DOMS Industries Limited (**'the Company'**) and 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 Shareholders'**), in relation to the shareholding of FILA and Indian Shareholders (both members of the Promoter and Promoter Group) in the Company and other matters in connection therewith."

**"RESOLVED FURTHER THAT** Mr. Santosh Raveshia (DIN: 00147624), Managing Director, Mr. Sanjay Rajani, Whole-time Director (DIN: 03329095), Mr. Ketan Rajani, Whole-time Director (DIN: 02490829) and Mr. Rahul Shah, Chief Financial Officer of the Company be and are hereby severally authorised to sign Shareholders' Agreement on behalf of the Company."

**"RESOLVED FURTHER THAT** any member of the Board, Mr. Rahul Shah, Chief Financial Officer and Mr. Mitesh Padia, Company Secretary & Compliance Officer of the Company, be and are 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."

### **Item No. 2: Approval for increasing the maximum number of Directors of the Company from the existing limit of 15 (Fifteen) Directors to 20 (Twenty) Directors**

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

**“RESOLVED THAT** pursuant to the applicable provisions of Section 149(1) and other applicable provisions of The Companies Act, 2013 (**‘the Act’**) read with The Companies (Appointment and Qualifications of Directors) Rules, 2014, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**‘SEBI LODR 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 and the relevant provisions of Articles of Association of the Company and based on recommendation received from the Board of Directors of the Company (**‘Board’**, which term shall be deemed to include any committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Shareholders of the Company, be and is hereby accorded to increase the maximum number of directors of the Company from the existing limit of 15 (Fifteen) Directors to 20 (Twenty) Directors, that the Company may appoint from time to time.”

**“RESOLVED FURTHER THAT** any member of the Board, Mr. Rahul Shah, Chief Financial Officer and Mr. Mitesh Padia, Company Secretary & Compliance Officer of the Company, be and are 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.”

### **Item No. 3: Approval for altering and adapting the revised set of Articles of Association of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of The Companies Act, 2013 (**‘the Act’**) read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the applicable provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**‘SEBI LODR Regulations’**), as amended 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 and based on recommendation received from the Board of Directors of the Company (**‘Board’**, which term shall be deemed to include any committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Shareholders of the Company, be and is hereby accorded, to appropriately alter and adapt the revised set of Articles of Association of the Company to: (a) incorporate all the relevant terms of Shareholders’ Agreement to be entered into amongst F.I.L.A. - Fabbrica Italiana Lapis Ed Affini S.P.A. (**‘FILA’**), DOMS Industries Limited (**‘the Company’**), 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 Shareholders’**), in relation to the shareholding of FILA and Indian Shareholders (both members of the Promoter and Promoter Group) in the Company and other matters in connection therewith; and (b) increase the maximum number of Directors of the Company from the existing limit of 15 (Fifteen) Directors to 20 (Twenty) Directors.”

**“RESOLVED FURTHER THAT** any member of the Board, Mr. Rahul Shah, Chief Financial Officer and Mr. Mitesh Padia, Company Secretary & Compliance Officer of the Company, be and are 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.”

**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](mailto:ir@domsindia.com)  
Tel.: 7434888445  
[www.domsindia.com](http://www.domsindia.com)

By Order of the Board of Directors  
For DOMS Industries Limited

Sd/-  
**Mitesh Padia**  
Company Secretary and Compliance Officer

Umbergaon  
February 03, 2025

**Notes:**

1. The Explanatory Statement pursuant to the provisions of Section 102 and 110 of The Companies Act, 2013 (**'the Act'**) read with Rule 20 and 22 of The Companies (Management and Administration) Rules, 2014 (**'the Rules'**), stating all material facts and the reason/ rationale for proposed Special Resolutions is annexed herewith.
2. In accordance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose names appear in 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 addresses are registered with the Company/ Depository Participants (**'DP'**)/ Registrar and Share Transfer Agent (**'RTA'**), as on **Friday, March 21, 2025 ('the Cut-off Date')** or who will register their email address in accordance with the process as outlined in this Postal Ballot Notice. A person who is not a Shareholder as on the Cut-off Date, should treat this Postal Ballot Notice for information purposes only. It is however, clarified that, all shareholders of the Company as on the Cut-off Date (including those Shareholders who may not have received the Postal Ballot Notice due to non-registration of their email addresses with the Company/ DP/ RTA) shall be entitled to vote on the aforesaid Special Resolutions in accordance with the process specified in the Postal Ballot Notice.
3. In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**'SEBI LODR Regulations'**) and pursuant to the provisions of Section 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. The Company has engaged the services of NSDL with respect to remote e-voting facility. Accordingly, the hard copy of the Postal Ballot Notice along with the postal ballot form and pre-paid business envelope will not be sent to the Shareholders. The communication of the assent (**FOR**) or dissent (**AGAINST**) 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 address with their respective Depository Participants.
5. Relevant documents referred in the Postal Ballot Notice and Explanatory Statement pursuant to Section 102 of the Act will be 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, April 25, 2025**. Shareholders may send request to the Company at [ir@domsindia.com](mailto: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](mailto:ir@domsindia.com) or you may contact the MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), 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 address: C-101, 1<sup>st</sup> 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 in the Company as on the Cut-off date i.e. **Friday, March 21, 2025**. Shareholders may note that this Postal Ballot notice will also be 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 NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. The remote e-voting period commences at **Thursday, March 27, 2025** and ends at **Friday, April 25, 2025**. The remote e-voting module will be disabled by NSDL for voting immediately 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 results of the voting by Postal Ballot will be announced on or before **Tuesday, April 29, 2025**. The result shall be announced on the website of BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed. The results will also be disclosed on the Company's website at [www.domsindia.com](http://www.domsindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://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, April 25, 2025**.

#### Instructions for e-voting:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





#### Step 1: 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"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 "<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.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.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.</p> <p>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.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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 user your existing my easi username &amp; password.</li> <li>2. 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.</li> <li>3. 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>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile number &amp; Email Id 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>

Type of shareholders	Login Method
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	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.

**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. 1800-21-09911

**(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.nsdl.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.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 133413 then user ID is 133413001***

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 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:**

1. 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](mailto:shreyanscs@gmail.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.
2. 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.
  3. 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 Ltd. 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 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), AADHAR (self attested scanned copy of Aadhar 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), AADHAR (self attested scanned copy of Aadhar 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 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.

**[Explanatory Statement Pursuant to Section 102\(1\) and 110 of The Companies Act, 2013](#)**

**Item No. 1: Approval of Special Rights Granted to Promoter and Promoter Group of the Company under the Shareholders' Agreement**

Pursuant to Regulation 31B of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI LODR Regulations') any Special Rights granted to shareholders of the Company shall be subject to approval of the shareholders of the Company by way of a Special Resolution once in every five years starting from the date of grant of such special right.

The Board of Directors of the Company ('the Board'), at its meeting held on February 03, 2025, subject to receipt of the shareholders' approval, approved the terms of the Shareholders' Agreement proposed to be executed amongst F.I.L.A. - Fabbrica Italiana Lapis Ed Affini S.P.A. ('FILA'), DOMS Industries Limited ('the Company') and 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 Shareholders'), in relation to the shareholding of FILA and Indian Shareholders (both members of the Promoter and Promoter Group) in the Company and other matters in connection therewith. It is clarified that the proposed Shareholders' Agreement will be

executed by FILA, the Company and the Indian Shareholders after the receipt of approval of the shareholders of the Company, by way of a special resolution.

A summary of the significant terms of the proposed Shareholders' Agreement are stated as follows:

- FILA and the Indian Shareholders will have the right to nominate directors on the Board, based on their shareholding in the Company, as detailed below:

Percentage Shareholding in the Company	Number of Nominee Directors that FILA (along with their affiliates) Group is entitled to nominate	Number of Nominee Directors that the Indian Shareholders (along with their affiliates) is entitled to nominate
35% to 51%	5 (five)	5 (five)
25% to 35%	3 (three)	3 (three)
15% to 25%	2 (two)	2 (two)
10% to 15%	1 (one)	1 (one)

The aforesaid rights would fall away where the shareholding of FILA and/ or Indian Shareholders, along with their respective affiliates, falls below 10% of the share capital of the Company.

- The Chairperson of the Board will be any of the director(s) nominated by FILA during the subsistence of the Shareholders' Agreement. Subject to compliance with the requirements of applicable laws, FILA and Indian Shareholders will be entitled to have their board nominees become members of all committees and/or sub-committees of the Board, as constituted from time to time.
- The Managing Director ('MD') of the Company would be from among the directors nominated by the Indian Shareholders on the Board. In the event the MD appointed by the Indian Shareholders ceases for any reason to hold the position of the MD of the Company (including, but not limited to, due to health reasons or performance below the expected levels (as determined by the Indian Shareholders), the Indian Shareholders shall have the right to appoint a new MD. In the event the Indian Shareholders are unable to agree on the person to be nominated as the new MD, then the new MD will be nominated by the Indian Shareholders and FILA jointly.
- Both FILA and the Indian Shareholders would be entitled to an affirmative vote over certain identified matters ("**Reserved Matters**") at the board level (through the directors nominated by them respectively) and at the shareholder level, subject to FILA/ Indian Shareholders holding at least 20% of the share capital of the Company.
- FILA (being a listed entity in the relevant jurisdiction) would be entitled to receive financial and non-financial information in relation to Company i.e. (a) information relation to local management of international financial reporting adjustment; and (b) sales, net financial position, and intercompany reconciliation on a monthly basis, in compliance with applicable law.
- As part of the Shareholders' Agreement, while the Company will have the exclusive right to manufacture, import, distribute and sell FILA (including its affiliates) branded products in India, Nepal, Bhutan, Sri Lanka, Bangladesh, Myanmar and Maldives, the Company will agree that, for a period of 5 (five) years, distribution and sale of products manufactured and exported by the Company in any territory outside India where FILA undertakes business can be undertaken exclusively by FILA upon execution of distribution agreement(s) with FILA for each such territory, on such terms as agreed between the parties.

A copy of the Shareholders' Agreement, would be available for inspection, by the shareholders without any fee, through electronic mode, on all working days from the date of dispatch of this notice until the last date for receipt of votes by remote e-voting i.e. on **Friday, April 25, 2025** and is also

made available on the website of the Company at [https://domsindia.com/pdf/Investor\\_Relations/Draft\\_Shareholders\\_Agreement.pdf](https://domsindia.com/pdf/Investor_Relations/Draft_Shareholders_Agreement.pdf) during the e-voting period.

In view of the above, the Board thereby recommends passing of the resolution as set out under Item No. 1 of this Postal Ballot Notice for approval of the Shareholders as a Special Resolution.

All the Directors and Key Managerial Personnel and their immediate relatives, except Independent Directors, Chief Financial Officer and Company Secretary & Compliance Officer and their immediate relatives, shall be deemed to be concerned or interested in the proposed Special Resolution.

### **Item No. 2: Approval for increasing the maximum number of Directors of the Company from the existing limit of 15 (Fifteen) Directors to 20 (Twenty) Directors**

Pursuant to the provisions of Section 149(1) and other applicable provisions of The Companies Act, 2013 ('the Act') a Company is permitted to appoint a maximum of 15 (Fifteen) Directors on the Board of the Company. However, the Company may appoint more than 15 (Fifteen) Directors on the Board of the Company, subject to approval from the shareholders by way of a Special Resolution.

The Board of Directors of the Company ('the Board') at its meeting held on February 03, 2025, subject to receipt of the shareholders' approval, approved the terms of the Shareholders' Agreement proposed to be executed amongst F.I.L.A. - Fabbrica Italiana Lapis Ed Affini S.P.A. ('FILA'), DOMS Industries Limited ('the Company') and 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 Shareholders'), in relation to the shareholding of FILA and Indian Shareholders (both members of the Promoter and Promoter group) in the Company and other matters in connection therewith. In view of the rights being granted to FILA and Indian Shareholders, especially with respect to their nomination rights on the Board of the Company, it is expected that the total strength of the Board may increase beyond the current limit of 15 (Fifteen) Directors. Hence, the Board at its meeting held on February 03, 2025, has approved the increase in the number of the total directors on the Board of the Company from 15 (Fifteen) Directors to 20 (Twenty) Directors, that Company may appoint from time to time.

In view of the above, the Board thereby recommends passing of the resolution as set out under Item No. 2 of this Postal Ballot Notice for approval of the Shareholders as a Special Resolution.

All the Directors and Key Managerial Personnel and their immediate relatives, except Independent Directors, Chief Financial Officer and Company Secretary & Compliance Officer and their immediate relatives, shall be deemed to be concerned or interested in the proposed Special Resolution to the extent of exercising their nomination rights as set out under the proposed Shareholders' Agreement.

### **Item No. 3: Approval for altering and adapting the revised set of Articles of Association of the Company**

Pursuant to the provisions of Section 14 and other applicable provisions, if any, The Companies Act, 2013 ('the Act') read with the Rules made thereunder any alteration in the Articles of Association of the Company requires the approval of the Shareholders by way of a Special Resolution.

The Board of Directors of the Company ('the Board') at its meeting held on February 03, 2025, subject to receipt of the shareholders' approval, approved the terms of the Shareholders' Agreement to be entered amongst F.I.L.A. - Fabbrica Italiana Lapis Ed Affini S.P.A. ('FILA'), DOMS Industries Limited ('the Company') and 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 Shareholders**'), in relation to the shareholding of FILA and Indian Shareholders (both members of the Promoter and Promoter Group) in the Company. Consequently, the Board, in the same meeting has, subject to the receipt of the shareholders' approval, approved amendments to the Articles of Association of the Company ('**Articles**') to incorporate all the relevant terms of the Shareholders' Agreement in the Articles. It is clarified that the amendments to the Articles will be subject to (a) receipt of the shareholders' approval by way of a special resolution, and (b) execution of Shareholders' Agreement amongst FILA, the Company and Indian Shareholders. Upon Shareholders' Agreement becoming effective, the Company will adopt the revised set of Articles, by incorporating as Part B, to the existing Articles of Association, to give effect to certain special rights that shall be given to FILA and Indian Shareholders in the Company. Significant terms of the Shareholders' Agreement include those as set out in Item No. 1 of this Explanatory Statement.

Further, as set out in Item No. 2 of this Explanatory Statement, the Board, in the same meeting, also approved the increase in the maximum number of Directors of the Company from the existing limit of 15 (Fifteen) Directors to 20 (Twenty) Directors to give effect to the Nomination Rights and the right to appoint Chairperson as set out in the Shareholders' Agreement by appropriately altering the Clause XX sub-clause (78) of the existing Articles of Association of the Company.

In view of the above, 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 a Special Resolution.

A copy of the draft revised set of Articles of Association of the Company, would be available for inspection, by the shareholders without any fee, through electronic mode, on all working days from the date of dispatch of this notice until the last date for receipt of votes by remote e-voting i.e. on **Friday, April 25, 2025** and is also made available on the website of the Company at [https://domsindia.com/pdf/Investor\\_Relations/Draft\\_Articles\\_of\\_Association.pdf](https://domsindia.com/pdf/Investor_Relations/Draft_Articles_of_Association.pdf) during the e-voting period.

All the Directors and Key Managerial Personnel and their immediate relatives, except Independent Directors, Chief Financial Officer and Company Secretary & Compliance Officer and their immediate relatives, shall be deemed to be concerned or interested in the proposed Special Resolution to the extent of exercising their nomination rights as set out under the proposed Shareholders' Agreement.

**Registered Office:**

DOMS Industries Limited,  
(Formerly known as DOMS Industries Private Limited)  
J-19, G.I.D.C, Opp. Telephone Exchange,  
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[www.domsindia.com](http://www.domsindia.com)

By Order of the Board of Directors  
For DOMS Industries Limited

Sd/-  
**Mitesh Padia**  
Company Secretary and Compliance Officer

Umbergaon  
February 03, 2025