NOTICE OF 12TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 12TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF ON DOOR CONCEPTS LIMITED WILL BE HELD ON TUESDAY, THE SEPTEMBER 29, 2026 AT 03:00 P.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") AND THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1ST AND 2ND FLOOR, PLOT NO.13 RAILWAY COLONY, E-8, ARERA COLONY, BHOPAL, MADHYA PRADESH-462039 IN TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS INCLUDING THE BALANCE SHEET, STATEMENT OF PROFIT AND LOSS AND CASH FLOW STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:**

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

   "**RESOLVED THAT** the Audited Financial Statements (consisting of Balance Sheet, Statement of Profit and Loss and Cash Flow Statement) of the Company for the Financial Year ended March 31st, 2026 together with the reports of the Board of Directors and Independent Auditors thereon as circulated to the Members be and are hereby received, considered and adopted."

2. **TO APPOINT A DIRECTOR IN PLACE OF MR. NARENDRA SINGH BAPNA (DIN: 03201953), DIRECTOR WHO IS LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT BY ROTATION**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Narendra Singh Bapna (DIN: 03201953) as a Director to the extent that he is required to retire by rotation."

SPECIAL BUSINESS:

3. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH NSB BPO SOLUTIONS LIMITED FOR FY 2026–27

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the Company's Related Party Transaction Policy and subject to such approvals, consents, permissions and sanctions as may be required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") to enter into and/or continue to enter into purchase and/or sale transactions, including purchase and/or sale of goods and services, with NSB BPO Solutions Limited, a Related Party of the Company, during the Financial Year 2026–27, in the ordinary course of business and on an arm's length basis, for an aggregate value not exceeding INRs. 50,00,00,000 (Rupees Fifty Crore only), on such terms and conditions as may be mutually agreed between the Company and NSB BPO Solutions Limited from time to time.

RESOLVED FURTHER THAT the aforesaid aggregate ceiling of INRs. 50 crore shall include transactions undertaken with NSB BPO Solutions Limited during the Financial Year 2026–27 which are required to be aggregated for determining the applicable approval requirements under Regulation 23 of the SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine, finalise and vary, from time to time, the terms and conditions of the aforesaid transactions, including the nature, quantity, timing, pricing and other commercial terms, provided that the aggregate value of all such transactions shall not exceed INRs. 50 crore during the Financial Year 2026–27 and the transactions shall be undertaken in accordance with applicable laws and the Company's Related Party Transaction Policy.

RESOLVED FURTHER THAT the Audit Committee of the Company shall continue to exercise its statutory oversight over the aforesaid Related Party Transactions in accordance with applicable provisions of law and the Company's Related Party Transaction Policy.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary and/or any other person authorised by the Board be and are hereby severally authorised to do all such acts, deeds, matters and things, including execution of agreements, documents and writings and making necessary filings, intimations and disclosures with the stock exchange(s), Registrar of Companies and other regulatory authorities, as may be necessary, proper or expedient to give effect to this resolution.”

FOR AND ON BEHALF OF BOARD OF DIRECTORS OF
ON DOOR CONCEPTS LIMITED

Sd/-
NARENDRA SINGH BAPNA
CHAIRMAN & MANAGING DIRECTOR
DIN: 03201953

Registered Office Address –
1st and 2nd Floor, Plot No. 13 Railway Colony,
E-8, Arera Colony, Bhopal, Madhya Pradesh- 462039 IN
Tel No. 0755-4509561
Email id: info@ondoor.com
Website: www.ondoor.com

Date: 01.09.2026
Place: Bhopal

IMPORTANT NOTES:

i. The Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 respectively ('MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with other applicable SEBI circulars including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, as read with the SEBI Master Circular dated January 30, 2026 issued by SEBI permitted companies to conduct their Annual General Meetings ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility without the physical presence of Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') and the MCA Circulars, the 12th AGM of the Company is being held through VC/OAVM facility.

   The Deemed Venue for the 12th AGM shall be the Registered office of the Company.

ii. In compliance with the aforesaid MCA Circulars, the 12th Annual General Meeting of the Members of the Company will be held through VC/ OAVM, without the physical presence of the Members at a common venue.

iii. The AGM is being held pursuant to the MCA Circulars through VC / OAVM facility, therefore physical attendance of Members has been dispensed with, accordingly the facility for appointment of proxy(ies) by the Members will not be available for the AGM. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

   However, Corporate Members intending to authorize their representatives to attend & vote at the AGM through VC / OAVM facility on its behalf are requested to send duly certified copy of the relevant Board resolution in the manner prescribed.

iv. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name appears in the Register of Members / list of beneficiaries received from the Depositories as on Tuesday, September 01, 2026.

v. In accordance with the provisions of the Companies Act, 2013, applicable rules made thereunder and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), as approved by the Central Government and effective from April 1, 2024, the Annual General Meeting shall be deemed to be held at the Registered Office of the Company situated at 1st and 2nd Floor, Plot No. 13, Railway Colony, E-8 Arera Colony, Bhopal, Madhya Pradesh – 462039, which shall be the deemed venue of the AGM.

vi. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out details relating to Special Business at the meeting is attached with this Notice of AGM.

vii. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

viii. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote at the meeting.

ix. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Pursuant to Section 112 and 113 of the Companies Act 2013, Corporate members and other non-individual (Institutional members) intending to participate in the AGM can authorize their representatives to participate and vote at the meeting are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting/e-voting at the AGM.

The said Resolution/Authorization shall be sent to the Scrutinizer and the Company by email through its registered email address to cspiyushbindal@gmail.com and cs@ondoor.com .

Further, HUF members shall participate through Karta or any other member of HUF duly authorized by the Karta by way of authority letter.

x. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

xi. The attendance of the members attending the AGM through VC/OVAM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

In terms of the provisions of Section 152(6) of the Act, Mr. Narendra Singh Bapna (DIN: 03201953), liable to retire by rotation at the Meeting, the Nomination & Remuneration Committee and the Board of Directors of the Company recommend his respective re-appointment.

xii. Details as per regulation 36(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meeting ("SS-2") as issued by the Institute of Company Secretaries of India related to Directors retiring by rotation /seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice.

xiii. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis (FCFS). No restrictions on account of FCFS entry into AGM will apply in respect of large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc.

xiv. Members may join the 12th AGM through VC/OAVM Facility by following the procedure as mentioned below in the notice, which shall be kept open for 30 minutes before the time scheduled to start the12th AGM and the Company may close the window for joining the VC Facility, 15 minutes after the scheduled time to start the AGM. Attendance of members will be counted as the members who have successfully logged in through VC or OAVM and shall be counted for the purpose of reckoning of the quorum under Section 103 of the Act.

xv. Pursuant to Section 72 of the Act, read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Accordingly, members holding shares in dematerialized form, the nomination form may be filed with the concerned Depository Participant.

xvi. SEBI has mandated that Securities of Listed Companies can be transferred only in dematerialized form effective from April 1, 2019. SEBI has also mandated the submission of PAN by every participant insecurities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts.

xvii. Non-resident Indian shareholders are requested to inform about the following to the Company or its RTA or the concerned DP, as the case may be, immediately of:

a. The change in the residential status on return to India for permanent settlement;
b. The particulars of the NRE Account with a Bank in India, if not furnished earlier.

xviii. In terms of the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 (SEBI Listing Regulations, 2015)and Sections 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, read with MCA Circular and SEBI Circular the Company is providing its members the facility to exercise their right to vote at the meeting by electronic means on any or all of the business specified in the accompanying Notice. Necessary arrangements have been made by the Company with NSDL to facilitate e-voting.

Commencement of E-voting	**09:00 AM, Saturday, September 26, 2026**
End of E-voting	**05:00 PM, Monday, September 29, 2026**

xix. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off Date i.e. Tuesday, September 22, 2026.

xx. The Company had appointed CS Piyush Bindal, Practicing Company Secretary (M. No. FCS-6749; CP No. 7442), Proprietor of "M/s Piyush Bindal and Associates", Company Secretaries having office address at S-12, 2nd Floor, Gurukripa Plaza, Zone-II, M. P. Nagar, Bhopal, Madhya Pradesh-462011 IN as scrutinizer to scrutinize the remote e-voting and e-voting process during e-AGM in affair and transparent manner.

xxi. The Scrutinizer shall, prepare a Scrutinizer's Report and submit to the Chairman or a person Authorized by him in writing who shall countersign the same. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.ondoor.com . The results will simultaneously be communicated to National Stock Exchange of India Limited (SME EMERGE) Platform where the shares of the Company are listed within two working days of the conclusion of the Annual General Meeting of the Company.

xxii. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

xxiii. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@ondoor.com .

xxiv. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Wednesday, September 16, 2026 through email on cs@ondoor.com . The same will be replied by the Company suitably.

xxv. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2025-26 including Standalone Audited Financial Statements for the FY 2025-26 are being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered through your respective Depository Participant/s.

xxvi. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website at www.ondoor.com , websites of the Stock Exchange, i.e., National Stock Exchange of India Limited at https://www.nseindia.com . The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com .

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Saturday, September 26, 2026 at 09:00 A.M. and ends on Monday, September 28, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 22, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 22, 2026.

How do I vote electronically using NSDL e-Voting system?

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, read with applicable circulars and amendments issued by SEBI from time to time, 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 e-mail 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	2. 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 re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. 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 4. 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.a

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 user your existing Myeasi 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. i) 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 e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail 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	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. upon logging in, you will be able to see e-Voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned 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. 1800-21-09911

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

How to 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 e-services 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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
1. If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
2. 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.
3. How to retrieve your 'initial password'?
   a) 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'.

b) 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:

1. 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.
2. **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
3. 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.
4. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 cspiyushbindal@gmail.comwith 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 at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id 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 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 cs@ondoor.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
2. 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.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e VOTING ON THE DAY OF THEAGM ARE AS UNDER:

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGHVC/OAVM ARE AS UNDER:

a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

b) Members are encouraged to join the Meeting through Laptops for better experience.

c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

e) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@on-door.com.

f) Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.

g) Shareholders will receive "speaking serial number" once they mark attendance for the meeting.

h) Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

i) Shareholders are requested to speak only when moderator of the meeting / management will announce the name and serial number for speaking.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 03 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH NSB BPO SOLUTIONS LIMITED FOR FY 2026–27

The Company proposes to enter into and/or continue purchase and/or sale transactions with NSB BPO Solutions Limited ("NSB") during the Financial Year 2026–27.

NSB BPO Solutions Limited holds equity share capital/voting rights of the Company and exercises significant influence over the Company and is accordingly a Related Party under the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The proposed transactions may comprise purchase and/or sale of goods and services in accordance with the Company's business requirements. The transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis.

The proposed transactions are required for the Company's business and operational requirements and are expected to facilitate the Company's regular business activities. The transactions are considered to be in the interest of the Company and are not prejudicial to the interests of the Company or its shareholders.

The Company's annual consolidated turnover for FY 2025–26, as per the latest audited financial statements, is INRs. 320.46 crore. The proposed aggregate transaction value of INRs. 50 crore represents approximately 15.60% of the Company's annual consolidated turnover.

The proposed transaction value exceeds the applicable materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations and accordingly constitutes a Material Related Party Transaction, requiring prior approval of the Members.

The Audit Committee has considered the proposal and recommended the same to the Board. The Board has accordingly approved and recommended the proposal to the Members for their consideration and approval.

The details of the proposed Material Related Party Transactions are as follows:

A. SUMMARY OF INFORMATION PROVIDED BY THE MANAGEMENT TO THE AUDIT COMMITTEE

The management placed before the Audit Committee the requisite information in relation to the proposed Related Party Transactions with NSB, including the nature and particulars of the proposed transactions, the relationship with the Related Party, the proposed aggregate value, commercial rationale, pricing methodology, terms of the transactions and the basis for determining that the transactions are in the ordinary course of business and on an arm's length basis.

The key information considered by the Audit Committee is summarised below:

1. **Nature of transactions:** Purchase and/or sale of goods and services.
2. **Related Party:** NSB BPO Solutions Limited.
3. **Relationship:** NSB holds 24.61% of the equity share capital/voting rights of the Company and exercises significant influence over the Company.
4. **Period:** Financial Year 2026–27.
5. **Aggregate transaction value proposed:** Up to INRs. 50 crore.
6. **Basis of pricing:** The transactions are proposed to be undertaken on an arm's length basis, with pricing comparable with terms prevailing for similar transactions with unrelated parties, wherever comparable transactions are available.
7. **Ordinary course of business:** The proposed transactions are in the ordinary course of the Company's business.
8. **Business rationale:** The transactions are required for the Company's business and operational requirements and are expected to facilitate the Company's regular business activities.
9. **Financial parameters:** The Company's annual consolidated turnover for FY 2025–26 was INRs. 320.46 crore and the counter-party's annual consolidated turnover was INRs. 160.16 crore.
10. **Materiality:** The proposed aggregate value of INRs. 50 crore exceeds the applicable materiality threshold under Regulation 23 of the SEBI Listing Regulations and accordingly approval of the Members is being sought.

The Audit Committee, after considering the information and justification placed before it, recommended the proposed transactions to the Board for approval.

B. JUSTIFICATION AS TO WHY THE PROPOSED TRANSACTIONS ARE IN THE INTEREST OF THE COMPANY

The proposed transactions are required to meet the Company's business and operational requirements and are expected to facilitate the Company's regular business activities.

The transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis. The pricing shall be determined having regard to the prevailing commercial terms and, wherever comparable transactions with unrelated parties are available, such comparable terms shall be considered.

The proposed transactions are therefore considered to be in the interest of the Company and are not prejudicial to the interests of the Company or its Members.

C. LOANS, INTER-CORPORATE DEPOSITS, ADVANCES OR INVESTMENTS

The proposed transactions do not relate to any loan, inter-corporate deposit, advance or investment made or given by the Company or its subsidiary to or in the Related Party.

Accordingly, the additional disclosures applicable specifically to loans, inter-corporate deposits, advances or investments are not applicable to the proposed transactions.

D. VALUATION / EXTERNAL REPORT

No valuation report or other external report has been relied upon by the Company in relation to the proposed transactions.

E. PERCENTAGE OF COUNTER-PARTY'S ANNUAL CONSOLIDATED TURNOVER

The annual consolidated turnover of NSB BPO Solutions Limited for the immediately preceding financial year is INRs. 160.16 crore.

The maximum proposed transaction value of INRs. 50 crore represents approximately 31.22% of the counter-party's annual consolidated turnover.

This disclosure is being provided as additional information for the consideration of the Members.

F. OTHER INFORMATION RELEVANT TO THE MEMBERS

The proposed aggregate value of the transactions with NSB is INRs. 50 crore for FY 2026–27. The proposed ceiling represents approximately 15.60% of the Company's annual consolidated turnover of ₹320.46 crore for FY 2025–26.

The transactions are proposed to be undertaken from time to time based on the business requirements of the Company. The exact timing, quantity, volume, pricing and other commercial terms may vary depending upon the actual business requirements of the Company and the prevailing market conditions, subject to the aggregate ceiling approved by the Members.

The Company shall ensure that the transactions are undertaken in accordance with the Company's Related Party Transaction Policy and applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and other applicable laws.

The Audit Committee shall continue to exercise its statutory oversight over the Related Party Transactions in accordance with applicable law and the Company's Related Party Transaction Policy.

The approval sought from the Members is for an aggregate ceiling of INRs. 50 crore for the Financial Year 2026–27 and shall not be construed as an approval to enter into transactions beyond the said ceiling.

INTEREST OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND THEIR RELATIVES

Mr. Narendra Singh Bapna, Chairman & Managing Director and Mr. Pramod Ramdas Ingle, Whole Time Director, are concerned or interested in the proposed transactions, being Directors and shareholders of NSB BPO Solutions Limited.

Except as stated above, none of the other Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

MEMBERS' APPROVAL AND VOTING RESTRICTION

Since the proposed transactions constitute Material Related Party Transactions under Regulation 23 of the SEBI Listing Regulations, prior approval of the Members is being sought.

Pursuant to Regulation 23(4) of the SEBI Listing Regulations, no Related Party shall vote to approve the resolution, whether the entity is a Related Party to the particular transaction or not.

Accordingly, NSB BPO Solutions Limited and such other Related Parties as are covered by the applicable voting restriction shall not vote on this resolution.

BOARD'S RECOMMENDATION

The Board of Directors, based on the recommendation of the Audit Committee, is of the opinion that the proposed transactions are in the ordinary course of business, are proposed to be undertaken on an arm's length basis and are in the interest of the Company.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 03 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Narendra Singh Bapna and Mr. Pramod Ramdas Ingle to the extent stated above, is concerned or interested, financially or otherwise, in the said resolution.

ANNEXURE TO THE NOTICE:

Details of Directors seeking appointment / re-appointment at the Annual General Meeting
[In pursuance of Clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Director	**Mr. Narendra Singh Bapna**
DIN	03201953
Date of Birth	November 03, 1967
Actual date of Appointment	Appointed as Managing Director on April 08, 2023
Qualifications	Chartered Accountant
Nationality	Indian
Expertise in Specific Functional Area	He is having over 18 years of experience and is also engaged in the business of trading in grocery items and vegetables. In 2014, he founded Ondoor to venture into Retail Sector. He looks after the overall business development, quality control, E Commerce and sourcing of material.
Terms and conditions of Appointment/ Re-appointment	As maybe mutually decided by the Board and Mr. Narendra Singh Bapna
Directorships held in other listed companies (As on March 31, 2026)	01 (NSB BPO SOLUTIONS LIMITED)
Chairmanships/ Memberships of the Committees of the Board of Directors of other listed companies (As on March 31, 2026)	NA
Shareholding of Directors (As on March 31, 2026)	12,400 Equity Shares i.e. 0.22%
Number of meetings attended during the financial year 2025-26	04
Relationship between Directors inter-se	NA