



# ON DOOR CONCEPTS LIMITED

Registered Office Address –1st and 2nd Floor, PLOT NO. 13, RAILWAY COLONY E-8, ARERA COLONY Trilanga,  
Bhopal, Madhya Pradesh, India. 462039 CIN: L52100MP2014PLC033570 Email id - info@ondoor.com  
GSTIN: 23AACC00825C1Z5 Contact No. 0755-4509561

## ON DOOR CONCEPTS LIMITED

(Formerly Known as On Door Concepts Private Limited)

(CIN: L52100MP2014PLC033570)

### CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION



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## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

### INTRODUCTION

Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"), mandate that every Listed Company shall formulate and publish on its official Website, Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code") that it would follow in order to adhere to each of the principles set out in Schedule A to the PIT regulations. This Policy is intended to lay down the principles and practices to be followed by On Door Concepts Limited pertaining to disclosure of UPSI.

### OBJECTIVE OF THE CODE

The objective of this code is to promote fair and prompt public disclosure of Unpublished Price Sensitive Information (UPSI) that could impact the price discovery in the securities market and to prevent misuse of such information and unethical practices.

### DEFINITIONS

- **"Board"** means the Board of Directors of the Company.
- **"Company"** means ON DOOR CONCEPTS LIMITED.
- **"Compliance Officer"** means Company Secretary of the company.
- **"Connected person"** means any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:

- i. an immediate relative of connected persons specified above
- ii. a holding company or associate company or subsidiary company;
- iii. an intermediary as specified in section 12 of the Act or an employee or director thereof
- iv. an investment company, trustee company, asset management company or an employee





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- v. an official of a stock exchange or of clearing house or corporation;
- vi. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof;
- vii. a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013;
- viii. an official or an employee of a self-regulatory organization recognized or authorized by the Board
- ix. a banker of the company;
- x. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest.

- **“Generally Available Information”** means information that is accessible to the public on a nondiscriminatory basis, such as information published on websites of stock exchanges.
- **“Insider”** means any person who is: i) a connected person; or ii) in possession of or having access to unpublished price sensitive information;
- **“Leak of UPSI”** shall refer to such act/ circumstance(s) by virtue of which an UPSI is made or becomes generally available before its official publication or announcement or formal circulation in public domain and which shall also include any attempt thereof.

**“Legitimate purpose”** shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

- **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
- **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.
- **“Unpublished Price Sensitive Information “(UPSI)**  
UPSI shall mean any information, relating to the Company or its securities, directly or indirectly, that is not generally available in the public domain, which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following;
  - a) financial results
  - b) dividends
  - c) change in capital structure
  - d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions
  - e) changes in key managerial personnel



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Other terms not specifically defined here shall have the same meaning as assigned under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

## DISSEMINATION OF UPSI

The Company shall make prompt disclosures of the UPSI that would significantly affect price discovery as soon as credible and concrete information comes into possession of the company.

The Company shall communicate the UPSI on uniform and universal basis and due care shall be taken to avoid selective disclosure.

In case Company selectively discloses any UPSI inadvertently or otherwise, steps shall be taken to disseminate the same promptly to make such information generally available.

All UPSI shall be dealt with by the officials of the Company & other related persons on need-to-know basis and as generally permitted under the Regulations.

## OVERSEEING AND COORDINATING DISCLOSURE

The primary duty of oversight and disclosure within the Company will rest with the Company Secretary appointed by the Company who will be handling the role of Chief Compliance officer to deal with the dissemination of information and disclosure of UPSI.

It shall be the duty of Compliance Officer to comply with continuous disclosure requirements, oversee and coordinate disclosure of UPSI to Stock Exchanges, Analysts, Shareholders and to aware the staff on disclosure policies and procedure under the Act.

The Compliance officer shall supervise the compliance of this policy and shall disclose the relevant facts of the incident of leak of UPSI to the Board of the company as soon as possible. The Compliance officer shall ensure that necessary steps are taken by the company in initiating proper enquiry in case of leak of UPSI.

## POLICY ON HANDLING OF UPSI AND DETERMINATION OF“LEGITIMATE PURPOSES”

The Company will manage all UPSI strictly on a need-to-know basis, and no UPSI will be shared with anyone except for valid purposes, the execution of responsibilities, or the fulfillment of legal obligations. “Legitimate purpose” shall ordinarily include sharing of any UPSI relating to the Company with any person including other Insiders in the ordinary course of business or for genuine business situations, to





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perform their duties and discharge their legal obligations. However the Compliance Officer shall ensure that any such disclosure shall not be carried out to evade or circumvent the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Furthermore, the Compliance Officer may periodically ascertain and recognize any other information, transaction, or occurrence that qualifies as a “Legitimate purpose” under the Regulations.

“Legitimate purpose” shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

## **DISSEMINATION OF PRICE SENSITIVE INFORMATION TO ANALYSTS AND INSTITUTIONAL INVESTORS**

The Company shall ensure that the following guidelines are followed while dealing with analysts and institutional investors.

To ensure clear and efficient communication, a Company's management shall try to regularly engage with equity research analysts, investors, and other members of the financial community.

The Company shall not disclose unpublished price sensitive information to Analysts and Research Personnel.

When analysts or research personnel request financial or price-sensitive information from the Company, the Compliance Officer or an Authorized Representative must obtain a declaration from the requesting party. This declaration should confirm that the information will be used solely to educate investors and will not be utilized by the requesting party or its employees for personal gain.

## **POLICY FOR INQUIRY IN CASE OF LEAK OF UPSI**

The Company has formulated the Vigil Mechanism and Whistle Blower Policy. The policy aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. All permanent employees of the Company are covered under the Vigil Mechanism Policy.

The Board of Directors has adopted a Whistle Blower Policy to provide employees with a secure way to report any concerns, including actual, suspected, or planned leaks of UPSI involving designated persons, connected individuals, or intermediaries of the Company. Employees can report such concerns without fear of discrimination.

The Compliance Officer shall ensure that proper inquiry has been initiated when any information regarding leak of UPSI has been received from any employee of the company or any other person.



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## DUTY TO MAINTAIN CONFIDENTAILITY

To ensure the confidentiality of the UPSI, appropriate notice will be provided to individuals to safeguard this information. The Insiders must adhere to the following guidelines:

- a. Insiders are permitted to communicate, advise, procure, or disclose any UPSI only for legitimate reasons or to fulfill their duties or legal obligations.
- b. The information must be kept secret and not be solicited or shared with any unauthorized third parties.
- c. Neither the Insiders nor others acting on their behalf should trade in the Company's shares based on this information.

## EFFECTIVE SYSTEM OF INTERNAL CONTROL

The company shall ascertain existence of an effective system of internal control. Such controls shall include the following:

- Every employee with UPSI access must be recognized as a designated employee.
- Sufficient limitations will be imposed on UPSI communication.
- Every UPSI will be identifiable, and its privacy will be protected.
- Confidentiality of agreements or declarations shall be obtained from persons in possession of such information.
- A periodic evaluation shall be conducted to ensure the effectiveness of internal controls and the required changes if any required to be made in order to maintain the object and intent of the policy alive.

## DIGITAL DATABASE

A structured digital database shall be maintained by the company containing the nature of UPSI and the details of such persons or entities with whom information is shared or who has shared such information along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained on the servers of the Company. The company shall ensure that it has proper internal controls and checks to prevent tampering of information contained in the database.

The Board and the Compliance Officer shall ensure the confidentiality, integrity and security of the data.





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The structured digital database shall be preserved for a period of not less than eight years after completion of relevant transaction and in event of initiation of any proceedings against the company by SEBI such database shall be preserved till the completion of such proceedings.

## CLARIFICATIONS

The Compliance Officer may be contacted for any queries concerning the Fair Disclosure Code regarding UPSI.

## RESPONDING TO MARKET RUMOURS

The Company shall assure that adequate and timely responses are provided by the authorized officer to the queries and requests for verification of market rumours received from Stock Exchange & Regulatory Authorities.

## AMENDMENT

The Board is authorized to make necessary changes to this Code which may be required to bring the Code in accordance with any regulatory/ statutory changes and remove any ambiguities, or to enhance clarity on the provisions of the Code.

## NON COMPLIANCE & PENALTY FOR CONTRAVENTION OF THE CODE

Any instances of non-compliance or suspected violations must be reported to the Chairman of the Audit Committee of the Board. All reported violations will be thoroughly investigated and addressed accordingly, and if a violation is confirmed, the individual may face the penalties and punishments outlined in the Company's Code of Conduct.

## DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company.

**Effective Date: 25.09.2023**

**Date of Approval by Board of Directors: 25.09.2023**

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