



# ON DOOR CONCEPTS LIMITED

(Formerly Known as On Door Concepts Private Limited)

CIN: L52100MP2014PLC033570 Email id - info@ondoor.com Contact No. 0755-4509561

Registered Office Address – 1<sup>st</sup> and 2<sup>nd</sup> Floor, Plot No. 13 Railway Colony, E-8 Arera Colony, Bhopal,  
Madhya Pradesh- 462039

## NOTICE OF 01/2026-27 EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 01/2026-27 EXTRA ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF ON DOOR CONCEPTS LIMITED WILL BE HELD ON FRIDAY, THE 15<sup>TH</sup> DAY OF MAY, 2026 AT 04:00 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 1<sup>ST</sup> AND 2<sup>ND</sup> FLOOR, PLOT NO.13 RAILWAY COLONY, E-8, ARERA COLONY, BHOPAL-462039 MADHYA PRADESH TO TRANSACT THE FOLLOWING BUSINESS:

### SPECIAL BUSINESS:

#### ITEM NO. 1: TO CONSIDER AND APPROVE ISSUANCE OF UPTO 20,00,000 EQUITY SHARES ON A PREFERENTIAL BASIS TO NON-PROMOTER GROUP

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b),42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), the Foreign Exchange Management Act, 1999, as amended (the “FEMA”), and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Reserve Bank of India (“RBI”), Ministry of Corporate Affairs (“MCA”), Government of India (“GOI”), the Securities and Exchange Board of India (“SEBI”) and NSE Limited where the equity shares of the Company are listed (“**Stock Exchange**”), or any other authority/body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory/regulatory and/or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/sanctions/permissions and/or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the Members of the Company be and is hereby accorded, to create, offer, issue and allot at an appropriate time, in one or more tranches on a preferential basis, up to **20,00,000** Equity Shares of face value Rs. 10/- (Rupees Ten Only) each (“Equity Shares”) for cash at a price of Rs. 151/- per equity share



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(including a premium of Rs. 141 per equity share) for an amount up to Rs. aggregating up to Rs. 30,20,00,000/- (Rupees Thirty Crore Twenty Lakh Only) to the below mentioned Allottees, (“Proposed Allottees”), provided that the minimum price of Equity Shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached and as Board may deem fit in its absolute discretion;

Sr. No.	Name of the Proposed Allottees	Category of Subscriber	Number of Equity Shares	Consideration (Amount in Rs.)
1.	North Star Opportunities Fund VCC	Non - Promoter	1,90,000	28690000
2.	Prospera Capital Fund PCC	Non – Promoter	4,00,000	60400000
3.	Century India Opportunity Fund PC	Non – Promoter	4,00,000	60400000
4.	Rajat Vaid	Non – Promoter	50,000	7550000
5.	Priyam Bansal	Non – Promoter	1,00,000	15100000
6.	Amrita Agarwal	Non – Promoter	50,000	7550000
7.	Pranav Vaid	Non – Promoter	20,000	3020000
8.	Laxmi Publications Pvt Ltd	Non – Promoter	60,000	9060000
9.	Deven Chaudhary	Non – Promoter	25,000	3775000
10.	Ritesh Naredi	Non – Promoter	1,00,000	15100000
11.	Ava Paisa Growth Pvt Ltd	Non - Promoter	40,000	6040000
12.	Samar Vinaykumar Singh	Non - Promoter	25,000	3775000
13.	Rishikesh Jadhav	Non - Promoter	25,000	3775000
14.	Vivek Kumar	Non - Promoter	25,000	3775000
15.	Neerja Agarwal	Non - Promoter	20,000	3020000
16.	Shrey Agarwal	Non - Promoter	20,000	3020000
17.	Vipul Kumat	Non - Promoter	50,000	7550000
18.	Nitin Bahl	Non - Promoter	25,000	3775000
19.	Vibha Bahl	Non - Promoter	25,000	3775000
20.	Rahul Aggarwal	Non - Promoter	50,000	7550000
21.	Deoki Nandan Singal	Non - Promoter	1,25,000	18875000
22.	Mrs. Santosh Singhal	Non - Promoter	1,25,000	18875000
23.	Gurmehr Singh	Non - Promoter	25,000	3775000
24.	Parmeet Kaur	Non - Promoter	25,000	3775000
	<b>TOTAL</b>		<b>20,00,000</b>	<b>30,20,00,000</b>

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares be and is hereby fixed as Monday, April 13, 2026 being the date 30 days prior to the date of Extra-Ordinary General Meeting i.e. Friday, May 15, 2026.

**RESOLVED FURTHER THAT** all such Equity Shares to be issued and allotted by the Board shall be subject to provisions of Memorandum and Article of Association of the Company and shall rank pari passu in all respect including dividend and voting rights with the existing Equity Shares of the Company.



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**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, the names of the Proposed Allottees be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer cum application letter in Form No. PAS-4 be issued to the Proposed Allottees inviting them to subscribe to the Equity Shares and consent of the Members of the Company be and is hereby accorded to the issuance of the same to the Proposed Allottees inviting them to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** the monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this preferential issue be kept by the Company in a separate bank account.

**RESOLVED FURTHER THAT** the Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted, along with application letter and the consideration for allotment of Equity shares shall be paid to the Company from the bank accounts of the respective proposed allottees.

**RESOLVED FURTHER THAT** the allotment shall be completed within a period of 15 days from the passing of this resolution, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from applicable regulatory authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

**RESOLVED FURTHER THAT** the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall be issued in dematerialized form and shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI (ICDR) Regulations and the Equity Shares so offered, issued and allotted will be listed on Stock Exchanges where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining



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listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI (ICDR) Regulations and the SEBI Listing Regulations, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchange and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint consultants, professional advisors and legal advisors to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify or alter any of the terms and conditions of the proposed Preferential Issue, including reduction in the size of the issue, in accordance with applicable laws and regulations, as it may deem expedient in its discretion.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

## **ITEM NO. 2: TO CONSIDER AND APPROVE ISSUANCE OF UPTO 20,00,000 CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS**

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

**“RESOLVED THAT** pursuant to Sections 23(1)(b), 62, read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) the listing agreements entered into by the Company with the National Stock Exchange of India Limited (“NSE”) (“Stock Exchange/(s)”) on which the Equity Shares of the Company having face value of Rs. 10/- (Ten) each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and/



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or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”), which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution and consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot on a preferential basis, from time to time, in one or more tranches, up to 20,00,000 Convertible Share Warrants (hereinafter referred to as “warrants”) carrying an entitlement to subscribe to an equivalent number of Equity Shares having Face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rupees 151/- each (having premium of Rs. 141/- each) aggregating up to Rs. 30,20,00,000/- (Rupees Thirty Crore Twenty Lakh Only) to the proposed allottees as mentioned below on a preferential basis for cash in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations, 2018 and at a price being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, 2018 or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment in accordance with the provisions of SEBI ICDR Regulations, 2018 or other applicable laws on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval and consent from the members.

Sr. No.	Name of Investors	No. of Warrants	Category
1.	Rohit Vajpai	6,000	Non-Promoter
2.	Sadrul Islam	6,000	Non-Promoter
3.	Sanjiv Kumar Shrivastav	3,000	Non-Promoter
4.	Nikhil Garg	2,400	Non-Promoter
5.	Murlidhar pandey	2,400	Non-Promoter
6.	Faizan Ahmad	3,000	Non-Promoter
7.	Bhupendra Singh	2,400	Non-Promoter
8.	Ashish Kumar	2,400	Non-Promoter
9.	Ankush Singh Baghel	2,400	Non-Promoter
10.	Dinesh Kale	2,400	Non-Promoter
11.	Mahesh patil	2,400	Non-Promoter
12.	Geeta Dongre	12,000	Non-Promoter
13.	Akhtar Khan	6,000	Non-Promoter
14.	Ramsohavan Napit	6,000	Non-Promoter
15.	Abhishek Gopalkrishan Bhatt	2,400	Non-Promoter
16.	Ashok Thakur	1,200	Non-Promoter
17.	Mohit Kushwaha	2,400	Non-Promoter
18.	Pushpraj Mishra	1,500	Non-Promoter
19.	Mohd Anas	600	Non-Promoter
20.	Abdul Yasir Khan	600	Non-Promoter



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21.	Hemant Vishwakarma	2,400	Non-Promoter
22.	Braj Bhushan Singh Baghel	300	Non-Promoter
23.	Mohammad Sameer Khilji	300	Non-Promoter
24.	Ajaypal Singh Solanki	300	Non-Promoter
25.	Sanjeev Thakur	300	Non-Promoter
26.	Neelesh Kushwaha	300	Non-Promoter
27.	Mahesh Khandave	300	Non-Promoter
28.	Vijay Patil	300	Non-Promoter
29.	Kiran Solanki	900	Non-Promoter
30.	Virendra Kumar Rishi	900	Non-Promoter
31.	Amit Tiwari	600	Non-Promoter
32.	Neelesh Parashar	600	Non-Promoter
33.	Rakesh Kushwaha	300	Non-Promoter
34.	Santosh Bechhaile	300	Non-Promoter
35.	Dinesh Pratap Singh	1,200	Non-Promoter
36.	Deepak Batham	300	Non-Promoter
37.	Kadir Khan	300	Non-Promoter
38.	Samay Talreja	30,000	Non-Promoter
39.	Suman Pahuja	30,000	Non-Promoter
40.	Tanish soni	30,000	Non-Promoter
41.	Chanchal Prajapati	3,000	Non-Promoter
42.	Saurabh Mehta	30000	Non-Promoter
43.	V Vettri	50000	Non-Promoter
44.	Sanjeev Sharma	25000	Non-Promoter
45.	Swati Singhal Kaul	25000	Non-Promoter
46.	Beena Nair	25000	Non-Promoter
47.	Ruchika Sachdeva	20000	Non-Promoter
48.	Anil Gulati	20000	Non-Promoter
49.	Sumanyu Vasudeva	20000	Non-Promoter
50.	Bijay Kumar Agrawal	50000	Non-Promoter
51.	Vaibhav Soni	10000	Non-Promoter
52.	Mohini Pahuja	10000	Non-Promoter
53.	Ulka Bapna	35,000	Non-Promoter
54.	Sonia soni	189100	Non-Promoter
55.	Sweety Talreja	190000	Non-Promoter
56.	Karan Gurmalani	188000	Non-Promoter
57.	Daksh Shrivastava	50000	Non-Promoter
58.	Aseem Pant	25000	Non-Promoter
59.	Sarthak Oswal	100000	Non-Promoter
60.	Kunal Kumthekar	30400	Non-Promoter
61.	Padmaja Kumthekar	17100	Non-Promoter
62.	Ravi Saxena	24700	Non-Promoter
63.	Cipher Plexus Capital Advisors Private Limited	27800	Non-Promoter
64.	Amit Kumar Kedia	10000	Non-Promoter
65.	Divyansh Modi	7500	Non-Promoter



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66.	Swati Bapna	400000	Promoter
67.	Narendra Singh Bapna	100000	Promoter
68.	Divya Daga	40000	Promoter Group
69.	Neha Bapna	40000	Promoter Group
70.	Karan Singh Bapna	20,000	Promoter Group
71.	Pramod Ingle	15,000	Promoter
72.	Vaishali Ingle	35000	Promoter
	<b>TOTAL</b>	<b>20,00,000</b>	

**RESOLVED FURTHER THAT** in accordance with SEBI ICDR Regulations, 2018 the “Relevant Date” for determination of the floor price of the Warrants to be issued in terms hereof, shall be Monday, April 13, 2026 being the date 30 (Thirty) days prior to the meeting of members of the Company determined in accordance with SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of Warrants shall be subject to following terms and conditions apart from others as prescribed under the applicable laws:

- i. In accordance with Regulation 169(2) of the ICDR Regulations, 2018 the warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations, 2018 on the date of allotment of warrants.
- ii. Balance exercise price i.e. 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants i.e. at the time of allotment of the equity shares pursuant to exercise of options against each such warrant by the warrant holder.
- iii. The Warrants can be exercised by the Warrant Holder at any time during the period of 18 (Eighteen) Months from the date of allotment of the Warrants in one or more tranches, as the case may be and on such other terms and conditions as applicable.
- iv. In the event, the Warrant Holder does not exercise the Warrants within 18 (Eighteen) Months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- v. The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the Shareholders of the Company prior to or at the time of conversion. The Company shall



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accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottees in the records of the Company as the registered owner of such Equity Shares;

- vi. The Equity Shares to be issued and allotted to the Proposed Investors as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.
- vii. The Warrants proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of the SEBI ICDR Regulations, 2018.
- viii. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum & Articles of Association of the Company and also the Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof.
- ix. The Company shall re-compute the price of the Warrants/Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, 2018 where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holder to the Company in accordance with the provisions of ICDR Regulations, 2018;
- x. The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company;
- xi. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants and all such Equity Shares that are being allotted shall rank pari-passu with the then existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** Equity Shares having Face value of Rs. 10/- (Rupees Ten) each proposed to be allotted to the Warrant Holders, upon conversion of the Warrants, be listed on the National Stock Exchange of India Limited (“NSE”), and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of such Equity Shares proposed to be allotted to the Warrant Holder, upon conversion of the Warrants, and for the admission of the Warrants and Equity Shares with the depositories, viz. NSDL & CDSL, and for the



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credit of the Warrants and Equity Shares allotted, upon conversion of the Warrants, to the Warrant Holder's dematerialized securities account.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board other appropriate authority may impose at the time of their approval and as agreed to by the Board.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the Preferential Issue of Warrants and the Equity Shares to be issued upon conversion of the Warrants without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for



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issue and allotment of Equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

## **ITEM NO. 3: APPOINTMENT OF MRS. SHALINI AGRAWAL (DIN: 11557287) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Shalini Agrawal (DIN:11557287), who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from March 13, 2026, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director (under Non-Executive category) of the Company, to hold office for a term of five consecutive years i.e., from March 13, 2026 till March 12, 2031 and not liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director, CFO and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

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

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



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Madhya Pradesh- 462039

**Registered Office Address –**

**1<sup>st</sup> and 2<sup>nd</sup> Floor, Plot No. 13 Railway Colony,  
E-8, Arera Colony, Bhopal, Madhya Pradesh- 462039**

**Tel No. 0755-4509561**

**Email id: info@ondoor.com**

**Website: www.ondoor.com**

**Date: 23.04.2026**

**Place: Bhopal**

## **IMPORTANT NOTES:**

1. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out the material facts and reasons for the proposed Resolution, is annexed hereto.
2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting. Since the EGM is being held through VC/OAVM, the Route Map, Attendance Slip, and proxy form are not attached to this Notice.
4. The facility of participation at the EGM through VC/OAVM will be made available for all the Members and they can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations &



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Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, the Notice calling the EGM has been uploaded on the website of the Company at [www.ondoor.com](http://www.ondoor.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
9. In the case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
10. As all the shares of the company are held in dematerialized form, members are requested to quote their client ID number and their DPID number in all the correspondence with the company.
11. The Company has designated an exclusive email address cs@ondoor.com to enable members to post their grievances and monitor their redressal. Any member having any grievance may post the same to the said email address for quick redressal.
12. In terms of circulars issued by the Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of the PAN Card to the Registrar and Share Transfer Agent in case of transfer of shares, deletion of name, transmission of shares, and transposition of shares. Shareholders are requested to furnish a copy of the PAN card for all the above-mentioned transactions.
13. The Board of Directors, in their meeting held on April 21, 2026, have appointed **Mr. Piyush Bindal (Piyush Bindal & Associates)** Practicing Company Secretary (**C.P. No.: 7442**), to act as Scrutinizer for conducting the voting and e-voting process in a fair and transparent manner. The Scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.



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14. The result declared, along with the report of the Scrutinizer, shall be placed on the website of the Company, www.ondoor.com and on the website of the RTA and the results shall simultaneously be communicated to the Stock Exchange.
15. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., Friday, **May 08, 2026**.
16. Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of the notice and holds shares as of the cut-off date, i.e., Friday, **May 08, 2026** may obtain the login ID and password by sending a request to the Issuer/RTA.
17. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to attend the EGM.
18. A member may participate in the EGM even after exercising their right to vote through remote e-voting but shall not be allowed to vote again at the EGM.

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

The remote e-voting period begins on Tuesday, May 12, 2026 at 09:00 A.M. and ends on Thursday, May 14, 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 cut-off date i.e. Friday, May 08, 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 Friday, May 08, 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, 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
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<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>5. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>
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	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>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 &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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



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## 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 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 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



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	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:
  - 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.



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## **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**

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 [cspiyushbindal@gmail.com](mailto:cspiyushbindal@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 **Pallavi Mhatre** at [evoting@nsdl.com](mailto:evoting@nsdl.com)



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**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 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](mailto:cs@ondoor.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. 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.
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 e-Voting facility.

## **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

## **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their



# ON DOOR CONCEPTS LIMITED

(Formerly Known as On Door Concepts Private Limited)

CIN: L52100MP2014PLC033570 Email id - info@ondoor.com Contact No. 0755-4509561

Registered Office Address – 1<sup>st</sup> and 2<sup>nd</sup> Floor, Plot No. 13 Railway Colony, E-8 Arera Colony, Bhopal,  
Madhya Pradesh- 462039

respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@ondoor.com. The same will be replied by the company suitably.

**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 –  
1<sup>st</sup> and 2<sup>nd</sup> Floor, Plot No. 13 Railway Colony,  
E-8, Arera Colony, Bhopal, Madhya Pradesh- 462039  
Tel No. 0755-4509561  
Email id: info@ondoor.com  
Website: www.ondoor.com**

**Date: 23.04.2026**

**Place: Bhopal**



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## **ANNEXURE TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING**

(Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Section 62(1)(c) of the Companies Act, 2013 and Chapter V of SEBI (ICDR) Regulations, 2018)

### **ITEM NO. 01: TO CONSIDER AND APPROVE ISSUANCE OF UPTO 20,00,000 EQUITY SHARES ON A PREFERENTIAL BASIS TO NON-PROMOTER GROUP**

The Board in their Meeting held on Tuesday, April 21, 2026 subject to necessary approval(s), had approved to offer, issue and allot equity shares of the Company to proposed allottees on preferential basis.

In accordance with Sections 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue of up to 20,00,000 Equity Shares of face value Rs. 10/- (Rupees Ten Only) each (“Equity Shares”) for cash at a price of Rs. 151/-per equity shares (including a premium of Rs. 141 per equity share) for an amount up to Rs. aggregating up to Rs. 30,20,00,000/- (Rupees Thirty Crore Twenty Lakh Only) to the below mentioned Allottees, (“Proposed Allottees”) to whom the shares to be allotted on Preferential basis;

Sr. No.	Name of the Proposed Allottees	Category of Subscriber	Number of Equity Shares	Consideration (Amount in Rs.)
1.	North Star Oppprtunities Fund VCC	Non - Promoter	1,90,000	28690000
2.	Prospera Capital Fund PCC	Non – Promoter	4,00,000	60400000
3.	Century India Opportunity Fund PC	Non – Promoter	4,00,000	60400000
4.	Rajat Vaid	Non – Promoter	50,000	7550000
5.	Priyam Bansal	Non – Promoter	1,00,000	15100000
6.	Amrita Agarwal	Non – Promoter	50,000	7550000
7.	Pranav Vaid	Non – Promoter	20,000	3020000
8.	Laxmi Publications Pvt Ltd	Non – Promoter	60,000	9060000
9.	Deven Chaudhary	Non – Promoter	25,000	3775000
10.	Ritesh Naredi	Non – Promoter	1,00,000	15100000
11.	Ava Paisa Growth Pvt Ltd	Non - Promoter	40,000	6040000
12.	Samar Vinaykumar Singh	Non - Promoter	25,000	3775000
13.	Rishikesh Jadhav	Non - Promoter	25,000	3775000
14.	Vivek Kumar	Non - Promoter	25,000	3775000
15.	Neerja Agarwal	Non - Promoter	20,000	3020000
16.	Shrey Agarwal	Non - Promoter	20,000	3020000
17.	Vipul Kumat	Non - Promoter	50,000	7550000
18.	Nitin Bahl	Non - Promoter	25,000	3775000
19.	Vibha Bahl	Non - Promoter	25,000	3775000
20.	Rahul Aggarwal	Non - Promoter	50,000	7550000
21.	Deoki Nandan Singal	Non - Promoter	1,25,000	18875000



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22.	Mrs. Santosh Singhal	Non - Promoter	1,25,000	18875000
23.	Gurmehr Singh	Non - Promoter	25,000	3775000
24.	Parmeet Kaur	Non - Promoter	25,000	3775000
	<b>TOTAL</b>		<b>20,00,000</b>	<b>30,20,00,000</b>

Necessary information or details in respect of the proposed Preferential Issue of Equity Shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the SEBI (ICDR) Regulations are as under:

**A. Particulars of the offer including date of passing of the Board resolution, kind of securities offered, total/maximum number of securities to be issued and the Issue Price:**

The Board of Directors of the Company had, at its meeting held on Friday, April 21, 2026, subject to the approval of the Members of the Company and such other approvals as may be required under the applicable law(s), approved the issuance of upto 20,00,000 fully paid-up Equity Shares of the Company to Proposed Allottees, by way of a preferential issuance on a private placement basis, at a price of Rs. 151/- (including a premium of Rs. 141/- per equity share) for each Equity Share, aggregating to Rs. 30,20,00,000/- (Rupees Thirty Crore Twenty Lakh Only), being the price determined in accordance with Chapter V of the ICDR Regulations.

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**B. Objects of the Preferential Issue:**

The Company shall utilise the proceeds of the preferential issue of Equity Shares in the following manner (wherein it shall **not utilise more than 25% of the consideration received for allotment of Equity Shares for general corporate purpose**): -

(Rs. In Lakhs)

Sr No.	Purpose for which issue proceeds is proposed to be utilized	Total estimated amount to be utilized for each object	Utilization in FY 2026-27	Utilization in FY 2027-28	Tentative timeline for full utilization of issue proceeds
1.	Capital Expenditure	1,229.00	1,229.00	-	By March 31, 2028
2.	Working Capital requirements	3,150.00	1,600.00	1,550.00	
3.	Marketing	250.00	250.00	-	
4.	General Corporate Purposes	1,411.00	1015.36	395.64	
<b>Total Net Proceeds</b>		<b>6040.00</b>	<b>4,094.36</b>	<b>1,945.64</b>	

**C. Maximum number of securities to be issued:**



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The Board of Directors of the Company at their meeting held on April 21, 2026, subject to the approval of the Members of the Company (“Members”) and such other approvals as may be required, had approved the issue of Equity shares having face value of Rs. 10/- (Rupees Ten Only) on a preferential basis, for cash consideration, in the following manner:

Sr. No.	Name of the Proposed Allottees	PAN	Nature and Number of Securities	Price of Each Security	Total Amount (in Rs.)
1.	North Star Oppprtunities Fund VCC	AAJCN1688D	1,90,000	151	28690000
2.	Prospera Capital Fund PCC	AAPCP4628M	4,00,000	151	60400000
3.	Century India Opportunity Fund PC	AAMCC1280F	4,00,000	151	60400000
4.	Rajat Vaid	BKRPV9115M	50,000	151	7550000
5.	Priyam Bansal	AJQPB4050Q	1,00,000	151	15100000
6.	Amrita Agarwal	ACBPN9508P	50,000	151	7550000
7.	Pranav Vaid	BSDPV0690K	20,000	151	3020000
8.	Laxmi Publications Pvt Ltd	AAACL0375Q	60,000	151	9060000
9.	Deven Chaudhary	AJYPC2011L	25,000	151	3775000
10.	Ritesh Naredi	ADKPN7982M	1,00,000	151	15100000
11.	Ava Paisa Growth Pvt Ltd	AAWCA6715B	40,000	151	6040000
12.	Samar Vinaykumar Singh	BJBPS8613L	25,000	151	3775000
13.	Rishikesh Jadhav	AKCPJ2851N	25,000	151	3775000
14.	Vivek Kumar	ANYPK9046R	25,000	151	3775000
15.	Neerja Agarwal	AAOPA1488L	20,000	151	3020000
16.	Shrey Agarwal	BBQPA5304R	20,000	151	3020000
17.	Vipul Kumat	AFXPK9448L	50,000	151	7550000
18.	Nitin Bahl	AERPB1585J	25,000	151	3775000
19.	Vibha Bahl	ABYPS8377F	25,000	151	3775000
20.	Rahul Aggarwal	AAJPA1643A	50,000	151	7550000
21.	Deoki Nandan Singal	AGDPS1557K	1,25,000	151	18875000
22.	Mrs. Santosh Singhal	HAJPS9069B	1,25,000	151	18875000
23.	Gurmehr Singh	MEKPS5483M	25,000	151	3775000
24.	Parmeet Kaur	ALJPK5902D	25,000	151	3775000

#### **D. Relevant Date:**

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the floor price for the Preferential Issue of the Equity Shares is April 13, 2026 being the date 30 days prior to the date of this Extra-Ordinary General Meeting i.e. Friday, May 15, 2026.

#### **E. Basis on which the price has been arrived at and justification for the price (including premium, if any) and Name and Address of the valuer who performed Valuation:**

In term of Regulation 165 of SEBI (ICDR) Regulations, 2018. The Equity Shares of the Company are listed on SME Platform of NSE and are frequently traded in accordance with the SEBI (ICDR)



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Regulations. Hence, the price shall be determined by the Valuation Report issued by the Independent Registered Valuer.

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 as amended till date.

Further, Articles of Association of the Company doesn't provide for any method of determination for valuation of shares which results in Floor Price higher than determined price pursuant to SEBI (ICDR) Regulations.

Further, in terms of Regulation 166A of the SEBI (ICDR) Regulations, the Company has obtained a valuation report from "Jom Jose", Chartered Accountant and an Independent Registered Valuer- Securities and Financial Assets, having Registration No: **IBBI/RV/06/2022/15019** and the price determined by such independent registered valuer is Rs.151/- (Rupees One Hundred Fifty One) per Equity Share.

The valuation report shall be available for inspection by the Members at the Meeting and will also be made available on the Company's website and will be accessible at link: [www.ondoor.com](http://www.ondoor.com).

**F. Amount which the Company intends to raise by way of such securities:**

The Company intends to raise up to Rs. 30,20,00,000/- (Rupees Thirty Crore Twenty Lakh Only).

**G. Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:**

None of the Promoters, Directors, Key Managerial Personnel or Senior Management intend to subscribe to any Equity Shares pursuant to the Preferential Issue.

**H. Time frame within which the Preferential Issue shall be completed:**

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

**I. Name of the proposed allottees, class and percentage of post Preferential Issue capital that may be held by them:**

Sr. No	Name of the Allottee	Category of the allottee as per	PAN of the Allottee	Pre-Preferential Holding	No. of Equity shares	Post-Preferential Holding** (fully diluted)
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		Regulation 31(1) of SEBI (LODR) Regulations, 2015		No. of Shares	% of Holding	to be allotted	No. of Shares	% of Holding
1	North Star Opportunities Fund VCC	Public	AAJCN1688D	—	—	1,90,000	1,90,000	1.9692
2	Prospera Capital Fund PCC	Public	AAPCP4628M	—	—	4,00,000	4,00,000	4.1457
3	Century India Opportunity Fund PC	Public	AAMCC1280F	—	—	4,00,000	4,00,000	4.1457
4	Rajat Vaid	Public	BKRPV9115M	—	—	50,000	50,000	0.5182
5	Priyam Bansal	Public	AJQPB4050Q	—	—	1,00,000	1,00,000	1.0364
6	Amrita Agarwal	Public	ACBPN9508P	—	—	50,000	50,000	0.5182
7	Pranav Vaid	Public	BSDPV0690K	—	—	20,000	20,000	0.2072
8	Laxmi Publications Pvt. Ltd.	Public	AAACL0375Q	—	—	60,000	60,000	0.6218
9	Deven Chaudhary	Public	AJYPC2011L	—	—	25,000	25,000	0.2591
10	Ritesh Naredi	Public	ADKPN7982M	—	—	1,00,000	1,00,000	1.0364
11	Ava Paisa Growth Pvt. Ltd.	Public	AAWCA6715B	—	—	40,000	40,000	0.4146
12	Samar Vinaykumar Singh	Public	BJBPS8613L	—	—	25,000	25,000	0.2591
13	Rishikesh Jadhav	Public	AKCPJ2851N	—	—	25,000	25,000	0.2591
14	Vivek Kumar	Public	ANYPK9046R	900	0.0159%	25,000	25,900	0.2684
15	Neerja Agarwal	Public	AAOPA1488L	—	—	20,000	20,000	0.2072
16	Shrey Agarwal	Public	BBQPA5304R	—	—	20,000	20,000	0.2072
17	Vipul Kumart	Public	AFXPK9448L	—	—	50,000	50,000	0.5182
18	Nitin Bahl	Public	AERP1585J	—	—	25,000	25,000	0.2591
19	Vibha Bahl	Public	ABYPS8377F	—	—	25,000	25,000	0.2591
20	Rahul Aggarwal	Public	AAJPA1643A	—	—	50,000	50,000	0.5182



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21	Deoki Nandan Singal	Public	AGDPS1557K	—	—	1,25,000	1,25,000	1.2955
22	Mrs. Santosh Singhal	Public	HAJPS9069B	—	—	1,25,000	1,25,000	1.2955
23	Gurmehr Singh	Public	MEKPS5483 M	—	—	25,000	25,000	0.2591
24	Parmeet Kaur	Public	ALJPK5902D	—	—	25,000	25,000	0.2591

\*\*The Post Preferential Shareholding above has been calculated on a fully diluted basis assuming full conversion of warrants into equity shares.

**J. Contribution being made by the promoters or Directors either as part of the offer or separately in furtherance of objects-**

No Contribution is being made by any Director of the Company as part of the offer or separately in furtherance of its objects.

**K. Shareholding pattern of the Company before and after the Preferential Issue:**

The shareholding pattern of the Company giving the position as on the latest available BENPOS dated April 17, 2026 being the latest practicable date prior to the approval of Board of Directors of the Company and Members of the Company is provided as **Annexure "A"**.

**L. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:**

Sr. No.	Name of the Allottee	Name of beneficial owners of proposed allottee	PAN/PASSPORT of the beneficial owners of proposed allottee
1.	North Star Opportunities Fund VCC	Issam Ali Baqer	'WN8706581
2.	Prospera Capital Fund PCC	Mr. Mohnish Malhotra	AAQPM3293B
3.	Century India Opportunity Fund PC	Bal Krishen	AUYPK9624L
4.	Rajat Vaid	Rajat Vaid	BKRPV9115M
5.	Priyam Bansal	Priyam Bansal	AJQP84050Q
6.	Amrita Agarwal	Amrita Agarwal	ACBPN9508P



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Sr. No.	Name of the Allottee	Name of beneficial owners of proposed allottee	PAN/PASSPORT of the beneficial owners of proposed allottee
7.	Pranav Vaid	Pranav Vaid	BSDPV0690K
8.	Laxmi Publications Pvt. Ltd.	Saurabh Gupta	AAFPG2109K
9.	Deven Chaudhary	Deven Chaudhary	AJYPC2011L
10	Ritesh Naredi	Ritesh Naredi	ADKPN7982M
11	Ava Paisa Growth Pvt. Ltd.	Avinash Agrawal	AEBPA6883J
12	Samar Vinaykumar Singh	Samar Vinaykumar Singh	BJBPS8613L
13	Rishikesh Jadhav	Rishikesh Jadhav	AKCPJ2851N
14	Vivek Kumar	Vivek Kumar	ANYPK9046R
15	Neerja Agarwal	Neerja Agarwal	AAOPA1488L
16	Shrey Agarwal	Shrey Agarwal	BBQPA5304R
17	Vipul Kumat	Vipul Kumat	AFXPK9448L
18	Nitin Bahl	Nitin Bahl	AERP B1585J
19	Vibha Bahl	Vibha Bahl	ABYPS8377F
20	Rahul Aggarwal	Rahul Aggarwal	AAJPA1643A
21	Deoki Nandan Singal	Deoki Nandan Singal	AGDPS1557K
22	Mrs. Santosh Singhal	Mrs. Santosh Singhal	HAJPS9069B
23	Gurmehr Singh	Gurmehr Singh	MEKPS5483M
24	Parmeet Kaur	Parmeet Kaur	ALJPK5902D

**M. Change in Control or Management, if any, that would occur in the Company consequent to the Preferential Issue:**

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Equity Shares. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Issue.



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**N. Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:**

The same is not applicable. The specified offer is being made for cash.

**O. Principal terms of assets charged as securities:**

The same is not applicable to the Company.

**P. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

Save and except the preferential issue as proposed in the resolution the Company has made no other issue or allotment of securities on preferential basis during the financial year 2026-2027.

**Q. Lock-in Period:**

The Equity Shares shall be locked-in for such period as may be specified under chapter V of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the above Allottees Shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval as per Regulation 167(6) the SEBI (ICDR) Regulations.

**R. Listing:**

The Company will make an application to the Stock Exchange, SME Platform of NSE, at which the existing shares of the Company are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

**S. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

All the proposed allottees belong to Non-Promoter category.

**T. Practicing Company Secretary Certificate:**

The certificate from Mr. Piyush Bindal, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection by the Members during the Meeting and will also be made available on the Company's website and will be accessible at [www.ondoor.com](http://www.ondoor.com).

**U. Other disclosures:**



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- I. Neither the Company nor its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the Schedule VI of SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- II. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- III. As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable;
- IV. The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.
- V. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange (i.e. SME Platform of NSE) and the SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- VI. The proposed allottees have not sold or transferred any Equity Shares during 90 (Ninety) trading days preceding the relevant date.

## ANNEXURE A

### Pre-issue and Post Preferential Issue Shareholding pattern:

S. No.	Category	#Pre-Issue Equity		Post Issue**	
		No of shares Held	% of shareholding	No of shares held	% of shareholding
<b>A</b>	<b>Promoter Holding</b>				
<b>1</b>	<b>Indian</b>				
<b>(a)</b>	<b>Individual/ HUF</b>	<b>283622</b>	<b>5.02</b>	<b>933622</b>	<b>9.68</b>
<b>b</b>	Central Government / State Government(s)	-	-	-	-
<b>c</b>	Financial Institutions / Banks	-	-	-	-
<b>d</b>	Any Other (Specify)	<b>1723277</b>	<b>30.51</b>	<b>1723277</b>	<b>17.86</b>
<b>2.</b>	<b>Foreign</b>				
<b>a</b>	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-
<b>b</b>	Government	-	-	-	-
<b>c</b>	Institutions	-	-	-	-
<b>d</b>	Foreign Portfolio Investor	-	-	-	-
<b>e</b>	Any Other (Specify)	-	-	-	-
	<b>Total (A)</b>	<b>2006899</b>	<b>35.53</b>	<b>2656899</b>	<b>27.54</b>
<b>B</b>	<b>Public</b>				



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1	Institutions (Domestic)	647200	11.46	1637200	16.97
2	Institutions (Foreign)	-	-	-	-
3	Central Governments/State Governments	-	-	-	-
4	Non-Institutions	-	-	-	-
	Relatives of promoters (other than "Immediate Relatives" of promoters disclosed under "Promoter and Promoter Group" category)	-	-	-	-
	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-
	Public Resident Individuals	1633789	28.93	3865989	40.07
	Non-Resident Indian (NRI)	224300	3.97	224300	2.32
	Any Other	461400	8.17	461400	4.78
	<b>Clearing Member and HUF</b>				
	Other Including Body corporate	675024	11.95	802824	8.32
	<b>Total (B)</b>	<b>3641713</b>	<b>64.47</b>	<b>6991713</b>	<b>72.46</b>
	<b>TOTAL (A+B)</b>	<b>5648612</b>	<b>100.00</b>	<b>9648612</b>	<b>100.00</b>

*\*\*The post-issue shareholding has been computed on a fully diluted basis assuming full conversion of all warrants into equity shares. The said conversion shall be subject to payment of balance consideration and compliance with applicable laws, and accordingly, the actual shareholding may differ.*

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolutions as set out in Item No. 1 as **special resolution** for your approval.

None of the Promoters, Directors, Key Managerial Personnel or Senior Management or their relatives, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

## **ITEM NO. 2: TO CONSIDER AND APPROVE ISSUANCE OF UPTO 20,00,000 CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS FOR CONSIDERATION IN CASH**

The Board of Directors of the Company, in its meeting held on April, 2026 subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of up to 20,00,000/- (One Convertible Share Warrants carrying an entitlement to subscribe to an equivalent number of Equity Shares having face value of Rs. 10/- (Rupees



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Ten Only) at a premium of Rs. 141/- each on preferential basis to the proposed allottees as mentioned in the resolution no. 2.

Since the Company is a listed Company, the proposed Preferential Issue is in terms of the provisions of the Chapter V of SEBI ICDR Regulations, 2018 the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

The information as required under SEBI (ICDR) Regulations, 2018 and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

## A. Objects of the Preferential issue

To meet the working capital requirements and General Corporate Purpose as well as general routine expenses of the business.

The Company shall utilize the proceeds of the preferential issue of Equity Shares in the following manner (wherein it shall **not utilize more than 25% of the consideration received for allotment of Equity Shares for general corporate purpose**): -

(Rs. In Lakhs)

Sr No.	Purpose for which issue proceeds is proposed to be utilized	Total estimated amount to be utilized for each object	Utilization in FY 2026-27	Utilization in FY 2027-28	Tentative timeline For utilization of full issue proceeds
1.	Capital Expenditure	1,229.00	1,229.00	-	By March 31, 2028
2.	Working Capital requirements	3,150.00	1,600.00	1,550.00	
3.	Marketing	250.00	250.00	-	
4.	General Corporate Purposes	1,411.00	1015.36	395.64	
<b>Total Net Proceeds</b>		<b>6040.00</b>	<b>4,094.36</b>	<b>1,945.64</b>	

## B. Maximum number of warrants to be issued

The Board of Directors in its meeting held on April 21, 2026 had approved the issue of Warrants and accordingly proposes to issue and allot in aggregate up to 20,00,000 Convertible Share Warrants to be converted into equal number of Equity Shares of Rs. 10/- each to Promoter or Non-Promoter Investors on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations, 2018.

## C. Amount which the Company intends to raise by way of such securities i.e., Warrants



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Up to Rs. 30,20,00,000/- (Thirty Crore Twenty Lakh Only).

## D. Intention of the Promoters, Directors, or Key Managerial Personnel of the issuer to subscribe to the Offer:

The Warrants are being offered to Mr. Narendra Singh Bapna, Mrs. Swati Bapna, Mrs. Divya Daga, Ms. Neha Bapna, Mr. Karan Singh Bapna Mr. Pramod Ramdas Ingle and Mrs. Vaishali Ingle, who belongs to the category of Promoters & Promoter Group of the Company, intend to participate/subscribe to the Convertible Warrants. Apart from above, no other Promoters, Director or Key Managerial Personnel of the Company intends to subscribe to any shares pursuant to this Preferential Issue of Warrants.

## E. Equity Shareholding Pattern before and after the proposed preferential issue.

S. No.	Category	#Pre-Issue Equity		Post Warrant Issue**	
		No of shares Held	% of shareholding	No of shares held	% of shareholding
<b>A</b>	<b>Promoter Holding</b>				
<b>1</b>	<b>Indian</b>				
<b>(a)</b>	<b>Individual/ HUF</b>	<b>283622</b>	<b>5.02</b>	<b>933622</b>	<b>9.68</b>
<b>b</b>	Central Government / State Government(s)	-	-	-	-
<b>c</b>	Financial Institutions / Banks	-	-	-	-
<b>d</b>	Any Other (Specify)	<b>1723277</b>	<b>30.51</b>	<b>1723277</b>	<b>17.86</b>
<b>2.</b>	<b>Foreign</b>				
<b>a</b>	Individuals (Non-Resident Individuals / Foreign Individuals	-	-	-	-
<b>b</b>	Government	-	-	-	-
<b>c</b>	Institutions	-	-	-	-
<b>d</b>	Foreign Portfolio Investor	-	-	-	-
<b>e</b>	Any Other (Specify)	-	-	-	-
	<b>Total (A)</b>	<b>2006899</b>	<b>35.53</b>	<b>2656899</b>	<b>27.54</b>
<b>B</b>	<b>Public</b>				
<b>1</b>	Institutions (Domestic)	<b>647200</b>	<b>11.46</b>	<b>1637200</b>	<b>16.97</b>
<b>2</b>	Institutions (Foreign)	-	-	-	-
<b>3</b>	Central Governments / State Governments	-	-	-	-
<b>4</b>	Non-Institutions	-	-	-	-





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		SEBI (LODR) 2015		No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
1.	Rohit Vajpai	Non-Promoter	APLPB4975R	-	-	6000	6000	0.0622%
2.	Sadrul Islam	Non-Promoter	AASPI8564P	-	-	6000	6000	0.0622%
3.	Sanjiv Kumar Shrivastav	Non-Promoter	BBGPK2385A	-	-	3000	3000	0.0311%
4.	Nikhil Garg	Non-Promoter	AKVPG6352J	-	-	2400	2400	0.0249%
5.	Murlidhar pandey	Non-Promoter	CJKPP4654C	-	-	2400	2400	0.0249%
6.	Faizan Ahmad	Non-Promoter	ATJPA5741J	-	-	3000	3000	0.0311%
7.	Bhupendra Singh	Non-Promoter	CLRPS0657P	-	-	2400	2400	0.0249%
8.	Ashish Kumar	Non-Promoter	BJVPK2387K	-	-	2400	2400	0.0249%
9.	Ankush Singh Baghel	Non-Promoter	CIHPB9016N	-	-	2400	2400	0.0249%
10	Dinesh Kale	Non-Promoter	BZNPK7346E	-	-	2400	2400	0.0249%
11	Mahesh Patil	Non-Promoter	BFEP7057J	-	-	2400	2400	0.0249%
12	Geeta Dongre	Non-Promoter	INIPD0432G	-	-	12000	12000	0.1244%
13	Akhtar Khan	Non-Promoter	BEVPK0189Q	-	-	6000	6000	0.0622%
14	Ramsohavan Napit	Non-Promoter	BKXPN8618K	-	-	6000	6000	0.0622%
15	Abhishek Gopalkrishan Bhatt	Non-Promoter	BBIPA6700R	-	-	2400	2400	0.0249%
16	Ashok Thakur	Non-Promoter	CWXP5718E	-	-	1200	1200	0.0124%
17	Mohit Kushwaha	Non-Promoter	GJUPK1961F	-	-	2400	2400	0.0249%
18	Pushpraj Mishra	Non-Promoter	CNDPM7039M	-	-	1500	1500	0.0155%



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19	Mohd Anas	Non-Promoter	DDGPA3799L	-	-	600	600	0.0062%
20	Abdul Yasir Khan	Non-Promoter	OBSPK8915B	-	-	600	600	0.0062%
21	Hemant Vishwakarma	Non-Promoter	AXAPV9171A	-	-	2400	2400	0.0249%
22	Braj Bhushan Singh Baghel	Non-Promoter	DBGPS1295P	-	-	300	300	0.0031%
23	Mohammad Sameer Khilji	Non-Promoter	FUIPK0394E	-	-	300	300	0.0031%
24	Ajaypal Singh Solanki	Non-Promoter	OHOPS5397R	-	-	300	300	0.0031%
25	Sanjeev Thakur	Non-Promoter	BZBPT4665B	-	-	300	300	0.0031%
26	Neelesh Kushwaha	Non-Promoter	JFJPK5029G	-	-	300	300	0.0031%
27	Mahesh Khandave	Non-Promoter	EFOPK8065N	-	-	300	300	0.0031%
28	Vijay Patil	Non-Promoter	CMAPP4391M	-	-	300	300	0.0031%
29	Kiran Solanki	Non-Promoter	EVDPS6036J	-	-	900	900	0.0093%
30	Virendra Kumar Rishi	Non-Promoter	ALXPR7635J	600	0.0106%	900	1500	0.0155%
31	Amit Tiwari	Non-Promoter	ASCPT8294R	600	0.0106%	600	1200	0.0124%
32	Neelesh Parashar	Non-Promoter	BOPPP4287J	300	0.0053%	600	900	0.0093%
33	Rakesh Kushwaha	Non-Promoter	DQSPK2352E	-	-	300	300	0.0031%
34	Santosh Bechhaile	Non-Promoter	BAVPB7570E	-	-	300	300	0.0031%
35	Dinesh Pratap Singh	Non-Promoter	GLVPS2183C	-	-	1200	1200	0.0124%
36	Deepak Batham	Non-Promoter	EIXPB2949Q	-	-	300	300	0.0031%
37	Kadir Khan	Non-Promoter	DYLPK1567E	-	-	300	300	0.0031%



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38	Samay Talreja	Non-Promoter	CXFPT2061N	-	-	30000	30000	0.3109%
39	Suman Pahuja	Non-Promoter	CAHPP7867F	300	0.0053%	30000	30300	0.3140%
40	Tanish Soni	Non-Promoter	POYPS1788Q	-	-	30000	30000	0.3109%
41	Chanchal Prajapati	Non-Promoter	BMTTP4823J	-	-	3,000	3,000	0.0311%
42	Saurabh Mehta	Non-Promoter	BDNPM2413G	-	-	30000	30000	0.3109%
43	V Vettri	Non-Promoter	AAOPV1024F	-	-	50000	50000	0.5182%
44	Sanjeev Sharma	Non-Promoter	AWWPS9942B	-	-	25000	25000	0.2591%
45	Swati Singhal Kaul	Non-Promoter	BKUPS3947M	-	-	25000	25000	0.2591%
46	Beena Nair	Non-Promoter	ADNPN8833G	-	-	25000	25000	0.2591%
47	Ruchika Sachdeva	Non-Promoter	AHBPS6650A	-	-	20000	20000	0.2073%
48	Anil Gulati	Non-Promoter	ABSPG4076H	-	-	20000	20000	0.2073%
49	Sumanyu Vasudeva	Non-Promoter	ALPPV5426R	-	-	20000	20000	0.2073%
50	Bijay Kumar Agrawal	Non-Promoter	AFTPA1790H	-	-	50000	50000	0.5182%
51	Vaibhav Soni	Non-Promoter	MPMPS9053Q	1200	0.0212%	10000	11200	0.1161%
52	Mohini Pahuja	Non-Promoter	ABDPP7018H	-	-	10000	10000	0.1037%
53	Ulka Bapna	Non-Promoter	AEEPBS823Q	-	-	35,000	35,000	0.3627%
54	Sonia Soni	Non-Promoter	ECEPS1610A	-	-	189100	189100	1.9598%
55	Sweetly Talreja	Non-Promoter	AGSPT5746Q	-	-	190000	190000	1.9692%
56	Karan Gurmalani	Non-Promoter	CLUPG1802P	300	0.0053%	188000	188300	1.9516%
57	Daksh Shrivastava	Non-Promoter	ODDPS1591G	-	-	50000	50000	0.5182%



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58	Aseem Pant	Non-Promoter	ACHPP2302d	-	-	25000	25000	0.2591%
59	Sarthak Oswal	Non-Promoter	ABMPO5477E	-	-	100000	100000	1.0364%
60	Kunal Kumthekar	Non-Promoter	AAKPK0839P	1323	0.0234 %	30400	31723	0.3288%
61	Padmaja Kumthekar	Non-Promoter	AABPK4547P	9723	0.1721 %	17100	26823	0.2780%
62	Ravi Saxena	Non-Promoter	AAOPS8050J	-	-	24700	24700	0.2560%
63	Cipher Plexus Capital Advisors Private Limited	Non-Promoter	AAFCC6122P	646	0.0114 %	27800	28446	0.2948%
64	Amit Kumar Kedia	Non-Promoter	AINPK9461C	1800	0.0318 %	10000	11800	0.1223%
65	Divyansh Modi	Non-Promoter	CYMPM8731Q	-	-	7500	7500	0.0777%
66	Swati Bapna	Promoter	AZMPB3944P	247847	4.3878 %	400000	647847	6.7150%
67	Narendra Singh Bapna	Promoter	AFOPB2438J	12400	0.2195 %	100000	112400	1.1649%
68	Divya Daga	Promoter Group	CSYPB3386E	7722	0.1367 %	40000	47722	0.4946%
69	Neha Bapna	Promoter Group	DDJPB1574B	7722	0.1367 %	40000	47722	0.4946%
70	Karan Singh Bapna	Promoter Group	EUYPB1867E	-	-	20,000	20000	0.2073%
71	Pramod Ingle	Promoter	AAFPI8679C	1000	0.0177 %	15,000	16000	0.1658%
72	Vaishali Ingle	Promoter	AAWPI0362B	5000	0.0885 %	35000	40000	0.4146%
<b>Total</b>				<b>298483</b>	<b>5.2839 %</b>	<b>20,00,000</b>	<b>22,98,483</b>	<b>23.8219%</b>

*The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of the shareholder shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.*



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## H. Change in control if any consequent to preferential issue

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

## I. Undertakings

In terms of SEBI (ICDR) Regulations, 2018, the Company hereby undertakes that:

- i. The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- ii. It shall re-compute the price of the Warrants issued in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- iii. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Warrants shall continue to be locked-in till the time such amount is paid by the proposed allottees.
- iv. The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date.

***Neither the Company, its Directors nor Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.***

## J. The total number of Warrants or other Securities to be issued

The Board of Directors in its meeting held on April 21, 2026 had approved the issue of Warrants and accordingly proposes to issue and allot up to 20,00,000 Warrants convertible into Equity Shares having Face value of Rs 10/- (Rupees Ten Only) each, aggregate to Rs. 30,20,00,000/- (Thirty Crore Twenty Lakh Only). Warrants to be converted into equal number of Equity Shares of Rs. 10/- each to promoter or Non-Promoter Investors on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

## K. Listing:

The Company will make an application to the Stock Exchanges at which the Existing shares are listed, for listing of the Equity Shares to be allotted on exercise of Warrants. The Equity Shares, once allotted, shall rank pari-passu with the then existing Equity Shares of the Company in all respects.

## L. Terms of Issue of the Warrants

The Company will make an application to the Stock Exchanges at which the Existing shares are listed, for listing of the Equity Shares to be allotted on exercise of Warrants. The Equity Shares, once allotted, shall rank pari-passu with the then existing Equity Shares of the Company in all respects.



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- i. In accordance with Regulation 169(2) of the ICDR Regulations, 2018 the warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations, 2018 on the date of allotment of warrants.
- ii. Balance exercise price i.e. 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants i.e. at the time of allotment of the equity shares pursuant to exercise of options against each such warrant by the warrant holder.
- iii. The Warrants can be exercised by the Warrant Holder at any time during the period of 18 (Eighteen) Months from the date of allotment of the Warrants in one or more tranches, as the case may be and on such other terms and conditions as applicable.
- iv. In the event, the Warrant Holder does not exercise the Warrants within 18 (Eighteen) Months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- v. The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the Shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottees in the records of the Company as the registered owner of such Equity Shares;
- vi. The Equity Shares to be issued and allotted to the Proposed Investors as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.
- vii. The Warrants proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of the SEBI ICDR Regulations, 2018.
- viii. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum & Articles of Association of the Company and also the Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof.
- ix. The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, 2018 where it is required to do so and the



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differential price, if any, shall be required to be paid by such Warrant Holder to the Company in accordance with the provisions of ICDR Regulations, 2018;

- x. The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company; The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.

#### **M. Pricing of Preferential Issue:**

The Board has fixed the price of Rs. 151/- per warrant in terms of regulation 165 of ICDR Regulations, 2018.

#### **N. Basis on which the price would be arrived at**

The equity shares of Company are listed and the equity shares of the Company are not frequently traded on Stock Exchanges, viz., NSE Limited (“NSE”) in accordance with SEBI (ICDR) Regulations, 2018.

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 as amended till date. Pursuant to applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014, and ICDR Regulations, the Company has obtained a Valuation Report dated 20.04.2026 (“Valuation Report”) from a Registered Valuer (copy enclosed), who have determined the fair value of the Equity Shares of the Company to be Rs.151/- per share.

#### **O. Justification for pricing of preferential issue:**

As per Regulation 166A (1) of the SEBI (ICDR) Regulations, 2018.

*Any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.*

The Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than the determined under SEBI (ICDR) Regulations, 2018. However as proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the allottees the pricing of the Equity Shares shall be the higher of the following parameters



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- i. Price determined as per provisions of the Regulation 164(1) of the SEBI (ICDR) Regulations, 2018 (frequently traded shares): The shares of the Company are not frequently traded shares, so Regulation 164(1) of SEBI (ICDR) Regulations, 2018 is **Not Applicable**.
- ii. Price determined as per provisions of the Regulation 166A (1) of the SEBI (ICDR) Regulations, 2018: In terms of Regulation 166A(1) of the SEBI (ICDR) Regulations, 2018 the Company has taken Valuation Report dated 20.04.2026 from Mr. Jom Jose, Chartered Accountant and an Independent Registered Valuer- Securities and Financial Assets, having Registration No: **IBBI/RV/06/2022/15019** and the copy of the same has been hosted on the website of the Company which can be accessed at [www.ondoor.com](http://www.ondoor.com).

Hence, the minimum issue price for this Preferential Issue is Rs. 151/- per equity share pursuant to conversion into warrants (Face Value Rs. 10/- each including Premium of Rs. 141/- each). Accordingly, the Fair Value of warrants is Rs. 10/- each. Since the Shares of the Company are not frequently traded shares; price determination in accordance with Regulation 164(1) of SEBI (ICDR) Regulations, 2018 is not applicable and price determined by Registered Valuer is considered as per Regulation 166A(1) and 165 of SEBI (ICDR) Regulations, 2018. There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares and therefore there is no requirement of a reasoned recommendation from a committee of independent directors of the issuer.

The Board has fixed the floor price as Rs. 151/- per Warrant and the said price fixed by the Board is highest of the above two prices calculated in terms of the ICDR Regulation and other applicable provisions.

**P. Name and address of valuer who performed valuation-**

The name of Registered valuer is Mr. Jom Jose, Chartered Accountant and an Independent Registered Valuer- Securities and Financial Assets, having Registration No: IBBI/RV/06/2022/15019 and office address at 1<sup>st</sup> Floor, PJ Arcade, College Road, Muvattupuzha, Ernakulam, Kerala-686661.

**Q. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

Not Applicable, as the Company has not proposed to issue the shares for consideration other than cash.

**R. Relevant Date**

In terms of the provisions of Chapter V of the ICDR Regulations, 2018 relevant date for determining the floor price for this Preferential Allotment of Equity Shares is **April 13, 2026** being the 30 days prior to the date of Extra-Ordinary General Meeting. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.



# ON DOOR CONCEPTS LIMITED

(Formerly Known as On Door Concepts Private Limited)

CIN: L52100MP2014PLC033570 Email id - info@ondoor.com Contact No. 0755-4509561

Registered Office Address – 1<sup>st</sup> and 2<sup>nd</sup> Floor, Plot No. 13 Railway Colony, E-8 Arera Colony, Bhopal, Madhya Pradesh- 462039

**S. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotment during the current Financial Year 2026-2027.

**T. Lock-in period**

The Warrants and Shares to be issued upon conversion shall be subject to Lock-in as provided under the provisions of ICDR Regulations. The entire pre preferential shareholding of the above allottees, if any, shall be locked-in from the relevant date up to the period of 90 trading days from the date of trading approval as per Regulation 167 of the ICDR Regulations.

**U. Certificate from Practicing Company Secretaries**

A certificate from **Mr. Piyush Bindal**, Practicing Company Secretary (Membership No. FCS 6749 and C.P. No. 7442) situated at S-12, 2nd Floor, Gurukripa Plaza, Zone-II, M. P. Nagar, Bhopal-462011, certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and all also be available during the Extraordinary General Meeting.

The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e. [www.ondoor.com](http://www.ondoor.com) before the Extra Ordinary General Meeting.

**V. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.**

Except Mr. Narendra Singh Bapna, Chairman & Managing Director, Mr. Pramod Ramdas Ingle, Whole Time Director and Mrs. Vaishali Ingle, Executive Director, Mr. Rahul Gurmangani, Chief Financial Officer, None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of Shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

**W. Disclosures as per Regulation 163(1)(j) pertaining to the Current and Proposed Status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter:**

There will be no change in the status of the allottees post the preferential issue. They shall remain to be the same i.e. Promoters and Non-Promoter/Public Shareholders.

**X. Other disclosures**



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In accordance with SEBI ICDR Regulations, 2018:

- i. The Company has not allotted Equity Shares on preferential basis in the financial year.
- ii. Neither the Company nor any of its Promoters and Directors has been declared as a wilful defaulter or a fraudulent borrower or a fugitive economic offender.
- iii. The pre- preferential allotment of the person holding the shares are in dematerialized form.
- iv. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolutions as set out in Item No. 2 as **special resolution** for your approval.

Except Mr. Narendra Singh Bapna, Chairman & Managing Director, Mr. Pramod Ramdas Ingle, Whole Time Director and Mrs. Vaishali Ingle, Executive Director, Mr. Rahul Gurmalani, Chief Financial Officer and their relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice except to the extent of their shareholding in the Company.

### **ITEM NO. 3: APPOINTMENT OF MRS. SHALINI AGRAWAL (DIN: 11557287) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Mrs. Shalini Agrawal, holding Director Identification No. 11557287, was appointed as an Additional Director of the Company, under the category of Independent Director with effect from March 13, 2026, pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company at its meeting held on March 13, 2026. Further, Mrs. Shalini Agrawal has confirmed that she is not disqualified to act as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Given her expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail her services as an Independent Director of the Company will be in the interest of the Company and she has given her consent to act as a Director of the Company.

**A brief profile of Mrs. Shalini Agrawal is mentioned hereunder:**



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Mrs. Shalini Agrawal holds a Bachelor of Engineering (B.E.) degree in Computer Science and Engineering and brings extensive experience of 6+ years in quality assurance, software testing, requirement analysis and Agile methodology. Proficient in a variety of Testing Tools and Technologies. Her expertise spans leveraging technology for business growth, IT-driven innovation, and board-level strategic decision-making, making her a valuable addition to the Company's Board.

Accordingly, the details of Mrs. Shalini Agrawal pursuant to the provisions Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in the 'Annexure' to the Notice. Mrs. Shalini Agrawal is interested in resolution set out at Item No. 3 of the Notice with regard to her appointment. The relatives of Mrs. Shalini Agrawal may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Mrs. Shalini Agrawal is not related to any Director of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of the Members as a Special Resolution.

**DATE: 23.04.2026**

**PLACE: BHOPAL**

**BY ORDER OF THE BOARD  
FOR ON DOOR CONCEPTS LIMITED**

**SD/-  
NARENDRA SINGH BAPNA  
MANAGING DIRECTOR  
DIN: 03201953**

**Registered Office:**

**1<sup>st</sup> and 2<sup>nd</sup> Floor, Plot No. 13, Railway Colony,  
E-8 Arera Colony, Trilanga, Bhopal, Huzur,  
Madhya Pradesh, India, 462039**

**Website:**

**Email: info@ondoor.com**



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## ANNEXURE TO THE NOTICE:

### Details of Directors seeking appointment / re-appointment at the Extra-Ordinary 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]

<b>Name of the Director</b>	Mrs. Shalini Agrawal
<b>Category &amp; Designation</b>	Non-Executive & Independent Director
<b>Nationality</b>	Indian
<b>Director Identification Number</b>	11557287
<b>Date of Birth (Age)</b>	DOB- 15.07.1990 Age- 35 Years
<b>Date of appointment on the Board</b>	13.03.2026
<b>Educational Qualification</b>	Bachelor's Degree in Engineering (Computer Science and Engineering)
<b>Experience &amp; Expertise</b>	Mrs. Shalini Agrawal brings extensive experience of 6+ years in quality assurance, software testing, requirement analysis and Agile methodology. Proficient in a variety of Testing Tools and Technologies. Her expertise spans leveraging technology for business growth, IT-driven innovation, and board-level strategic decision-making.
<b>Directorships held in other companies and excluding foreign companies as of the date of this Notice.</b>	Nil
<b>Memberships/ Chairmanships of Committees across companies</b>	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Nil
<b>Shareholding (%) in the Company</b>	2400 Equity Shares i.e. 0.0425%
<b>Remuneration last drawn</b>	NA
<b>Terms and Conditions of appointment / reappointment</b>	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.
<b>Number of Board meeting attended during the year</b>	NA
<b>Name of the listed entities from which the director has resigned in the past three years</b>	Nil