



# 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

Date: September 05, 2024

To,  
Listing Department,  
National Stock Exchange of India Limited- EMERGE,  
Exchange Plaza, Plot No. C-1, G Block,  
BandraKurla Complex, Bandra (East),  
Mumbai- 400051

NSE SME SYMBOL- ONDOOR  
ISIN: INE00ER01015

**Subject: Regulation 34- Submission of Annual Report for the Financial Year 2023-24**

Respected Sir/ Madam,

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the financial year 2023-24.

The requirements of sending physical copy of the Annual Report along with the Notice of the AGM to the Members have been dispensed with pursuant to the General Circular 11/2022 dated December 28, 2022 and other circulars issued by the Ministry of Corporate Affairs ("MCA Circular") and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, issued by Securities and Exchange Board of India ("SEBI Circular") (MCA Circular and SEBI Circular are collectively knowns as "Circulars").

In compliance with the above mentioned Circulars, the Company has commenced the dispatch of the Annual Report for the financial year 2023-24 along with the Notice of the AGM to its Members through electronic mode only, today i.e. Thursday, September 05, 2024.

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations, as amended from time to time, the Company is providing e-voting facility to its members to exercise their right to vote by electronic means on the businesses specified in the Notice of the 10<sup>th</sup> AGM of the Company ("Remote e-voting").

The cut-off date is Monday, September 23, 2024 for the purpose of determining the members eligible to vote on the resolutions as set out in the Notice of the 10<sup>th</sup> AGM or to attend the AGM of the Company.

The voting rights of Members shall be in the proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, September 23, 2024.

The e-voting shall commence at 09:00 AM (IST) on Friday, 27<sup>th</sup> September, 2024 and ends at 05:00 PM (IST) on Sunday, 29<sup>th</sup> September, 2024.



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Madhya Pradesh- 462039

The information contained in this intimation is also available on the Company's website [www.ondoor.com](http://www.ondoor.com) and on the website of the National Stock Exchange of India Limited [www.nseindia.com](http://www.nseindia.com).

The Annual Report for the FY 2023-24 along with Notice of the AGM are being made available on the Company's website [www.ondoor.com](http://www.ondoor.com).

We request you to kindly take the same on your records.

Thanking you,

Yours faithfully,

**FOR ON DOOR CONCEPTS LIMITED**

Narendra  
Singh Bapna

Digitally signed by Narendra Singh  
Bapna  
DN: cn=Narendra Singh Bapna, c=IN,  
o=Madhya Pradesh, ou=Personal,  
serialNumber=4db878fa1e61e08293  
371e6b1d5a7cab753e3a1998640093  
7355e9402f8c8a  
Date: 2024.09.05 16:54:31 +05'30'

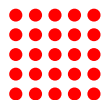
**NARENDRA SINGH BAPNA**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN: 03201953**

# 10<sup>th</sup> ANNUAL REPORT FOR FINANCIAL YEAR 2023-2024



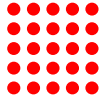
**ON DOOR CONCEPTS LIMITED**  
(Formerly Known as On Door Concepts Private Limited)  
(CIN: L52100MP2014PLC033570)

**REGISTERED OFFICE: 1<sup>ST</sup> AND 2<sup>ND</sup> FLOOR, PLOT NO. 13, RAILWAY COLONY,  
E-8, ARERA COLONY, BHOPAL, MADHYA PRADESH- 462039**



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## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS:**



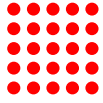
**Mr. Narendra Singh Bapna  
(Chairman & Managing Director)**

Aged 55 years, is the Managing Director of our Company. He has completed his Bachelor of Commerce from Bhopal University. He is a Chartered Accountant from ICAI, passed out in May 1992. He is having over 18 years of experience of running a NSB BPO Solutions Ltd., the Company engaged in the business of rendering services to back office related processes to telecom, banking and financial institutions and is also engaged in the business of trading in grocery items and vegetables. In 2014, he founded On Door to venture into Retail Sector. He looks after the overall business development, quality control, E Commerce and sourcing of material.



**Mr. Pramod Ramdas Ingle  
(Whole-time Director)**

Aged 53 years, is the Whole Time Director of our Company. He has completed his Bachelor of Commerce from Barkatullah Vishwavidyalaya, Bhopal. He is a Chartered Accountant and admitted as an associate member of ICAI, in February 1998. He has been associated for more than 18 years as promoter with a NSB BPO Solutions Ltd., the Company engaged in the business of rendering services to back office related processes to telecom, banking and financial institutions and is also engaged in the business of trading in grocery items and vegetables. He has been serving On Door from May 2015. He is a key person involved in strategic decision making and cater to further business opportunities and also looks after the Investor relations.



**Mrs. Vaishali Pramod Ingle**  
**(Executive Director)**

Aged 46 years is the Executive Director of our Company. She has completed her B. Ed. from Devi Ahilya Vishwavidyalaya, Indore. She has also done M. Sc. in Botany from University of Pune. She has over ten years of experience in the field of HR & Administration. She has been appointed as director w.e.f. April 13, 2023 to broad base the Board of our Company.



**Mrs. Sangita Bhamesh Kamble**  
**(Independent Director)**

Aged 52 years is the Independent Director of our Company. She has completed her B. Com from University of Bombay. She is also passed CA Intermediate Examinations held by ICAI. She has also passed all sections of Uniform CPA Examinations and AICPA's Ethics Examination held by American Institute of Certified Public Accountants, USA. She has over 2 decades of experience in the field of Finance, Accounts and Financial reporting. She has been appointed as independent director w.e.f. May 08, 2023 to comply with corporate governance requirements.



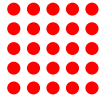
**Mrs. Shivani Shivshankar Tiwari**  
**(Independent Director)**

Aged 33 years is the Independent Director of our Company. She has completed her B. Com and M. Com from Mumbai University. She is also a qualified company secretary. She has over 5 years of experience in the field of secretarial and legal compliances. She has been appointed as independent director w.e.f. May 08, 2023 to comply with corporate governance requirements.

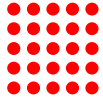


**Mr. Ratnakar Venkappa Rai**  
**(Independent Director)**

Aged 55 years, is an Independent Director of our Company. He has completed his B. Com from University of Bombay in April 1992 and one year Diploma programmed in Business Management from All India Council for Management Studies, Madras in October 1997. He has also been awarded Post Graduate Program in Management Services for undergoing Executive Business



Management Program during 2011 to 2013 by WE School (Welingkar Education), Prin. L. N. Welingkar Institute of Management Development & Research, Mumbai, India. He has experience of over 2 decades in the field of liaison, accounts and finance. He has been appointed as independent director on our Board since May 08, 2023.



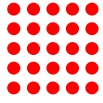
## **KEY MANAGERIAL PERSONS:**

### **Mrs. Vaishali Bakliwal (Company Secretary & Compliance Officer)**

**Vaishali Bakliwal**, aged 36 years, is the Company Secretary & Compliance Officer of our Company. She has completed her B. Com from Barkatullah Vishwavidyalaya, Bhopal. She is a qualified Company Secretary from ICSI passed in 2018. She has years of experience in the field of secretarial and legal compliance. She has been associated with our Company since March 2023.

### **Mr. Rahul Gurmalani (Chief Financial Officer)**

**Rahul Gurmalani**, aged 32 Years, is the Chief Financial Officer of our Company. He has completed his B. Com from Barkatullah Vishwavidyalaya, Bhopal. He is also a Chartered Accountant from ICAI passed in 2014. He is also a qualified Company Secretary from ICSI passed in 2017. He has experience of over 10 years in managing accounts, finance and investors relations. He has been associated with our Company since July 2022 and designated as the Chief Financial Officer with effect from March, 2023.



## **BOARD COMMITTEES:**

### **AUDIT COMMITTEE:**

- Mr. Ratnakar Venkappa Rai (Chairman)
- Mrs. Shivani Shivshankar Tiwari (Member)
- Mrs. Sangita Bhamesh Kamble (Member)

### **NOMINATION AND REMUNERATION COMMITTEE:**

- Mrs. Shivani Shivshankar Tiwari (Chairperson)
- Mr. Ratnakar Venkappa Rai (Member)
- Mrs. Sangita Bhamesh Kamble (Member)

### **STAKEHOLDER RELATIONSHIP COMMITTEE**

- Mrs. Shivani Shivshankar Tiwari (Chairperson)
- Mr. Narendra Singh Bapna (Member)
- Mrs. Sangita Bhamesh Kamble (Member)

### **AUDITORS:**

#### **STATUTORY AUDITOR:**

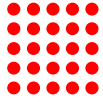
**M/s B.C.P Jain & Co.**  
Chartered Accountants  
Bhopal (FRN: 000802C)

#### **SECRETARIAL AUDITOR:**

**M/s Piyush Bindal & Associates**  
Practicing Company Secretaries  
Bhopal (FRN- S2012MP186400)

#### **INTERNAL AUDITOR:**

**M/s Akash Saxena & Co.**  
Chartered Accountants  
Bhopal (FRN- 028465C)



**REGISTRAR & TRANSFER AGENT:**

**BIGSHARE SERVICES PRIVATE LIMITED**

S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai - 400 093, Maharashtra, India

Tel: +91 22 62638200

Fax: +91 22 62638299

E-mail: [info@bigshareonline.com](mailto:info@bigshareonline.com)

Website: [www.bigshareonline.com](http://www.bigshareonline.com)

**LISTING**

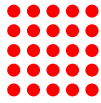
NSE  
(SME Emerge Platform)

**DEMAT RELATED INFORMATION:**

**CIN:** L52100MP2014PLC033570

**ISIN:** INE00ER01015

**NSE SYMBOLE:** ON DOOR



## **COMPANY'S PROFILE**

### **Overview:**

Our Company was originally incorporated as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation issued by the Registrar of Companies, Gwalior dated December 15, 2014 with the name 'On Door Concepts Private Limited'. Our Company was converted into to a public limited company and the name of our Company was changed to 'On Door Concepts Limited' by a fresh Certificate of Incorporation consequent upon conversion to public limited was issued on May 01, 2023 by the Registrar of Companies, Gwalior.

The Company had filed Prospectus to the Registrar of the Company, Gwalior. The Public Issue was opened on Monday, October 23, 2023 and closed on Friday, October 27, 2023. The Company had made Initial Public Offer aggregating to INR 3117.50 Lakhs ("Issue Size") and has issued and allotted 14,98,800 equity shares of INR 10/- each at a price of INR 208/- per share through an Initial Public Offer. The trading of equity shares of the Company commenced on November 01, 2023 at Emerge Platform of the NSE.

On Door is a fast-upcoming regional omni-channel retailer of groceries and household essentials. The company has the advantage of being one of early entrants in the supermarket industry to offer the convenience of both the colony stores as well as hyperlocal home delivery through online orders.

We opened our first store in Bhopal, Madhya Pradesh in January 2015. As of March 31, 2024, the company operates 63 stores in the cities of Madhya Pradesh.

We expect contribution from smaller cities to grow rapidly as Company is focusing on smaller cities with Franchise Model. We open new stores using a cluster approach on the basis of adjacencies and focusing on an efficient supply chain, targeting densely-populated residential areas with a majority of middle and aspiring upper-middle class consumers.

We believe our endeavor to facilitate one-stop-shop convenience for our customers everyday shopping needs, along with our competitive pricing due to our local market knowledge, careful product assortment and supply chain efficiencies, has helped us achieve growth and success.

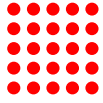
### **Our Products:**

We classify our products under the following categories:

**1. Foods:** This category includes staples, groceries, fruits & vegetables, snacks & processed foods, dairy & frozen products, beverages and confectionery. This category constituted majority to our total Sales, break of last three years are given in Revenue Split Table below;

**2. Non-Foods (FMCG):** This category includes home care products, personal care and toiletries and other over the counter products. This category contribution is given in Revenue Split Table below;

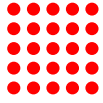
**3. General Merchandise:** This category includes crockery, utensils, plastic goods, pooja items etc.



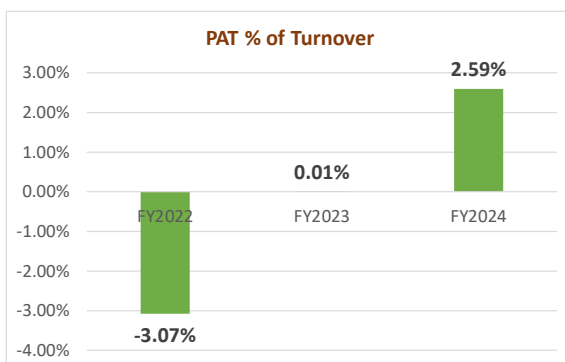
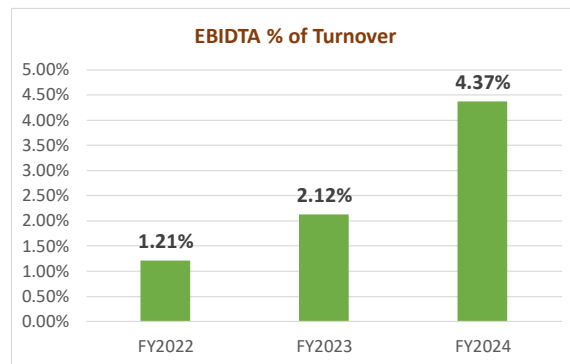
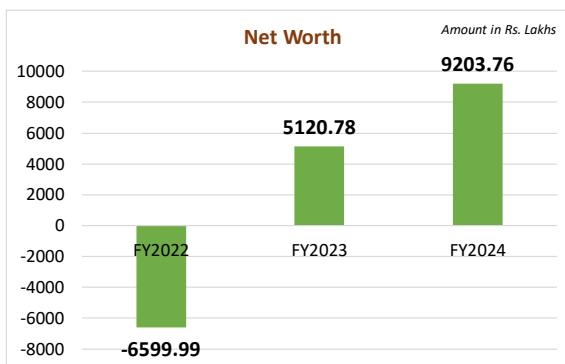
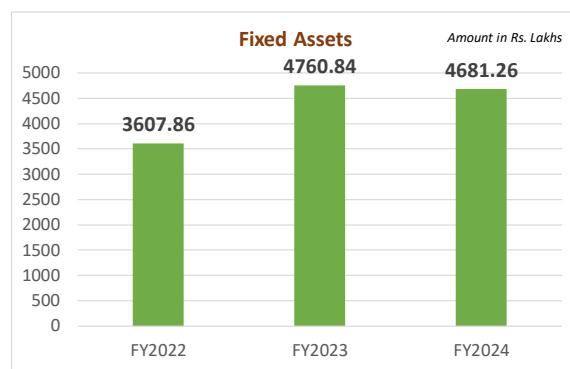
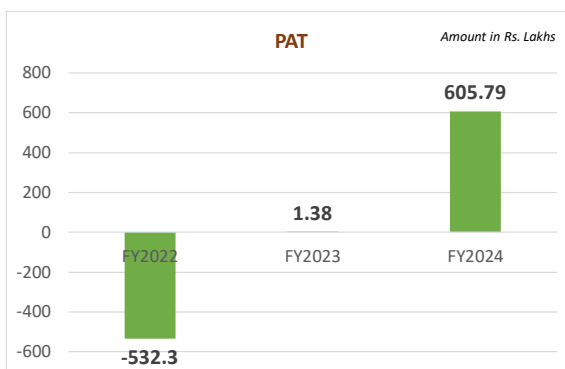
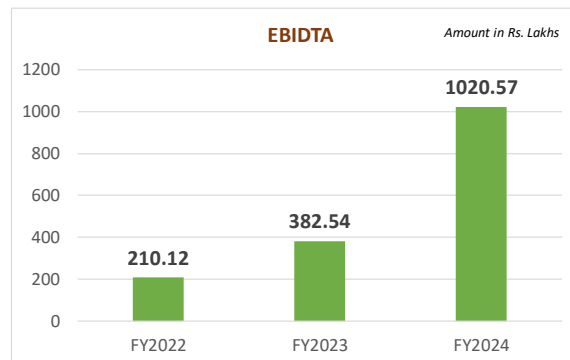
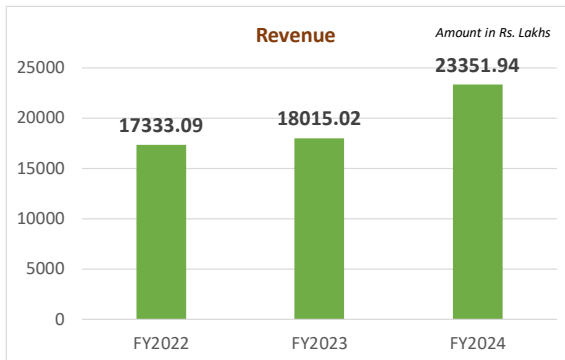
### ***Our Strengths:***

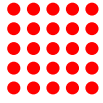
- On Door's E-tailing business has a full stack of online business, which starts from android and iOS applications (On Door - Online Grocery Shopping), web portal ([www.ondoor.com](http://www.ondoor.com)), a telephone ordering system and a complete backend logistics to retrieve, pack and deliver the order at the customers' doorstep.
- On Door FOCO model (Franchise Owned Company Operated) is formulated under which anyone whether individual/company etc. in any city (Presently in M.P) can undertake the On Door franchise by approaching the company & paying the investment amount as set out by the Company depending upon the Locality & Size of the store.
- Value retailing and convenience shopping experience to a well-defined target consumer base
- We focus on providing reasonable prices across our product categories and on entire range of product on an ongoing basis rather than on a particular day of the week or any specific period of the year.
- We typically follow our pricing strategy for all our products, relying on our strong supplier network, efficient supply chain management for procurement and careful product assortment.

We believe that these measures help us in being recognized as a one-stop retail store chain for daily needs at value for money prices. Steady footprint expansion using a distinct store acquisition strategy and ownership model.



### KEY FINANCIAL NUMBERS:





## **MD'S MESSAGE TO STAKEHOLDERS**

*My sincere regards to all,*

*I am pleased to reach out to you all today and express my gratitude for your continued support and faith in our company. I take immense pride to present On Door Concepts Limited 10<sup>th</sup> Annual Report in our endeavor to offer you a deeper insight into our business. With immense pleasure and gratitude, I share with you that we have achieved significant growth in the past year, and our company's performance has substantially improved. Our improved performance is a result of our employees' hard work and dedication and the trust and support of our stakeholders. We are confident that we will continue to achieve success and create value for our shareholders.*

*As you all know, we completed our Initial Public Offering (IPO) of Rs. 3117.50 Lakhs and got listed for trading in equity shares from November 01, 2023 on NSE (SME EMERGE) Platform, and it has been an exciting journey for us so far. The IPO has provided us with the opportunity to expand our operations and tap new opportunities. My sincere gratitude for the faith and trust reposed by investors in our Company.*

*To turn now to the performance in FY 2023-24,*

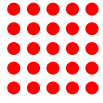
- *Our Total revenue for the FY 2023-24 is Rs.233.94 Crores as compared to Rs. 180.15. Crores in the FY 2022-23 Showcasing healthy growth rate of 29.61%.*
- *Our Profit after tax in FY 2023-24 was Rs.6.05 Crores as compared to Rs. 0.01Crores (Before Exceptional Item) in the previous year, reflecting growth of 43797%*
- *Our Earnings before Interest, Tax and Depreciation (EBITDA) in FY 2023-24 was Rs.9.49 Crores as compared to previous year Rs.4.03Crores in the FY 2022-23, reflecting growth of 135%. as Compared to previous year.*

*As we continue in our Endeavour to aspire to be a respected and responsible enterprise, we commit to being focused on our core positioning of value-retail and remain accountable to all our stakeholders and society at large. We will constantly pursue to delight and surprise our customers with good products at great value regularly.*

*Further, we thank all our colleagues, Board Members, Management, Regulatory authorities, and the stakeholders for their continued support as we pursue these endeavors going forward and firm in our commitment to achieve sustainable growth through Franchise model retail stores, expanding into corporate sales to deliver value to all our stakeholders and look forward to a bright future ahead.*

Sincerely,

**Narendra Singh Bapna**  
**Chairman and Managing Director**



## **NOTICE OF 10<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 10<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF ON DOOR CONCEPTS LIMITED (FORMERLY KNOWN AS ON DOOR CONCEPTS PRIVATE LIMITED) WILL BE HELD ON MONDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2024 AT 11:30 A.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 INDIA TO TRANSACT THE FOLLOWING BUSINESS:

### **ORDINARY BUSINESS:**

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS INCLUDING THE BALANCE SHEET, STATEMENT OF PROFIT AND LOSS AND CASH FLOW STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON;**

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

**"RESOLVED THAT** the Audited Financial Statements (consisting of Balance Sheet, Statement of Profit and Loss and Cash Flow Statement) of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 together with the reports of the Board of Directors and Independent Auditors thereon as circulated to the Members be and are hereby received, considered and adopted."

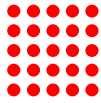
- 2. TO APPOINT A DIRECTOR IN PLACE OF MR. PRAMOD RAMDAS INGLE (DIN: 03201939), DIRECTOR WHO IS LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT BY ROTATION:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Pramod Ramdas Ingle (DIN: 03201939) as a Director to the extent that he is required to retire by rotation."

### **SPECIAL BUSINESS:**

- 3. TO CONSIDER AND APPROVE THE LIMITS OF INRS. 160.00 CRORES UNDER SECTION 180(1)(A) OF THE COMPANIES, ACT, 2013 FOR SECURING THE BORROWINGS OF THE COMPANY.**



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

**“RESOLVED THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, under the provisions of Section 180(1) (a) and all other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, read with the Articles of Association of the Company, to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of INRs. 160.00 Crores (Indian Rupees One Hundred and Sixty Crores only).

**RESOLVED FURTHER THAT** the Board of Directors or any committee or person(s) authorized by the Board to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**4. TO CONSIDER AND APPROVE THE LIMITS OF INRS. 160.00 CRORES UNDER SECTION 180(1)(C) OF THE COMPANIES, ACT, 2013 FOR BORROWING MONEY.**

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

**“RESOLVED THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company under the provisions of Section 180 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, read with the Articles of Association of the Company, to borrow money for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of INRs.160.00 Crores (Indian Rupees One Hundred and Sixty Crores only) for the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may



exceed the aggregate of the paid-up share capital of the Company and its free reserves as per the latest annual audited financial statements.

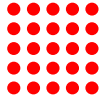
**RESOLVED FURTHER THAT** the Board of Directors or any committee or person(s) authorized by the Board to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**5. TO CONSIDER & APPROVE THE LIMITS OF INRS. 160.00 CRORES UNDER SECTION 186 OF COMPANIES ACT, 2013 FOR GRANTING THE LOAN OR ADVANCES AND TO PROVIDE GUARANTEE OR SECURITY.**

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

**“RESOLVED THAT** pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and other rules framed thereunder, as may be applicable, the consent of the members of the Company be and is hereby accorded to the Company, to give any loan to any person or other body corporate from time to time on such terms and conditions as it may deem expedient in one or more tranches, to give any guarantee or provide security in connection with a loan to any other body corporate or person in one or more tranches and to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in one or more tranches, such that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board shall not exceed INRs.160.00 Crores (Indian Rupees One Hundred and Sixty Crores only) at any point of time, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board exceed limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned loans/ guarantees/investment(s) (collectively “Transaction”) including the timing, the amount and other terms and conditions of such Transaction and also to take all other decisions including varying the terms of any of them, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid Transaction and also to delegate all or any of the above powers to the Director of the Company and to do all such acts,



deeds or things incidental or expedient thereto and as the Board may think fit and suitable to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

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

**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](mailto:info@ondoor.com)  
Website: [www.ondoor.com](http://www.ondoor.com)**

**Date: 29.08.2024  
Place: Bhopal**



## **IMPORTANT NOTES:**

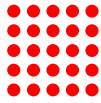
1. The Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, December 28, 2022 and September 25, 2023 respectively ('MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with other related SEBI circulars including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, had permitted to hold AGM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBILODR Regulations') and MCA Circulars, 10th AGM of the Company is being held through VC/OAVM facility.

The Deemed Venue for the 10<sup>th</sup> AGM shall be the Registered office of the Company.

2. In compliance with the aforesaid MCA Circulars, the 10<sup>th</sup> Annual General Meeting of the Members of the Company will be held through VC/ OAVM, without the physical presence of the Members at a common venue.
3. The AGM is being held pursuant to the MCA Circulars through VC / OAVM facility, therefore physical attendance of Members has been dispensed with, accordingly the facility for appointment of proxy(ies) by the Members will not be available for the AGM. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

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

4. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name appears in the Register of Members / list of beneficiaries received from the Depositories as on Friday 30<sup>th</sup> day of, August, 2024.
5. In accordance with Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at 1st and 2nd Floor, Plot No. 13 Railway Colony, E-8 Arera Colony, Bhopal, Madhya Pradesh- 462039 which shall be the deemed venue of the AGM.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out details relating to Special Business at the meeting is attached with this Notice of AGM.
7. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote at the meeting.

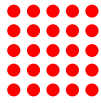


9. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Pursuant to Section 112 and 113 of the Companies Act 2013, Corporate members and other non-individual (Institutional members) intending to participate in the AGM can authorize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

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

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

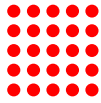
10. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
11. The attendance of the members attending the AGM through VC/OVAM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
12. In terms of the provisions of Section 152 of the Act, Mr. Pramod Ramdas Ingle, liable to retire by rotation at the Meeting, Nomination and Remuneration Committee and the Board of Directors of the Company recommend his respective re-appointment.
13. Details as per regulation 36(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meeting (“SS-2”) as issued by the Institute of Company Secretaries of India related to Directors retiring by rotation /seeking appointment / re-appointment at this Meeting are provided in the “Annexure” to the Notice.
14. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis (FCFS). No restrictions on account of FCFS entry into AGM will apply in respect of large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and stakeholders’ Relationship Committee, Auditors, etc.
15. Members may join the 10<sup>th</sup> AGM through VC/OAVM Facility by following the procedure as mentioned below in the notice, which shall be kept open for 30 minutes before the time scheduled to start the 10<sup>th</sup> AGM and the Company may close the window for joining the VC Facility, 15 minutes after the scheduled time to start the AGM. Attendance of members will be counted as the members who have successfully logged in through VC or OAVM and shall be counted for the purpose of reckoning of the quorum under section 103 of the Act.
16. Pursuant to Section 72 of the Act, read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Accordingly, members holding shares in dematerialized form, the nomination form may be filed with the concerned Depository Participant.



17. SEBI has mandated that Securities of Listed Companies can be transferred only in dematerialized form effective from April 1, 2019. SEBI has also mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts.
18. Non-resident Indian shareholders are requested to inform about the following to the Company or its RTA or the concerned DP, as the case may be, immediately of:
- The change in the residential status on return to India for permanent settlement;
  - The particulars of the NRE Account with a Bank in India, if not furnished earlier.
19. In terms of the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015) and Sections 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, read with MCA Circular and SEBI Circular the Company is providing its members the facility to exercise their right to vote at the meeting by electronic means on any or all of the business specified in the accompanying Notice. Necessary arrangements have been made by the Company with NSDL to facilitate e-voting.

Commencement of E-voting	09:00 AM, Friday, 27 <sup>th</sup> day of September, 2024
End of E-voting	05:00 PM, Sunday, 29 <sup>th</sup> day of September, 2024

20. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off Date i.e., Monday, 23<sup>rd</sup> day of September, 2024.
21. The Company had appointed CS Piyush Bindal Practicing Company Secretary (M. No. FCS-6749; CP No. 7442), Proprietor of M/s Piyush Bindal and Associates, Company Secretaries having office address at S-12, 2<sup>nd</sup> Floor, Gurukripa Plaza, Zone-II, M. P. Nagar, Bhopal-462011 as scrutinizer to scrutinize the remote e-voting and e-voting process during e-AGM in fair and transparent manner.
22. The Scrutinizer shall, prepare a Scrutinizer's Report and submit to the Chairman or a person Authorised by him in writing who shall countersign the same. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.ondoor.com](http://www.ondoor.com). The results will simultaneously be communicated to National Stock Exchange of India Limited (SME EMERGE) Platform where the shares of the Company are listed within two working days of the conclusion of the Annual General Meeting of the Company.
23. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
24. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [cs@ondoor.com](mailto:cs@ondoor.com).



25. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Saturday, September 14, 2024 through email on [cs@ondoor.com](mailto:cs@ondoor.com). The same will be replied by the Company suitably.
26. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2023-24 including Standalone Audited Financial Statements for the FY 2023-24 are being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered through your respective Depository Participant/s.
27. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website at [www.ondoor.com](http://www.ondoor.com), websites of the Stock Exchange, i.e., National Stock Exchange of India Limited at <https://www.nseindia.com>. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:**

The remote e-voting period begins on Friday, 27<sup>th</sup> day of September, 2024 at 09:00 A.M. and ends on Sunday, 29<sup>th</sup> day of September, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Monday, 23<sup>rd</sup> day of September, 2024, 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 Monday, 23<sup>rd</sup> day of September, 2024.

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

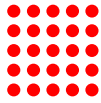
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**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
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is



available under ideas section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **“Access to e-Voting”** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

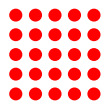
**NSDL Mobile App is available on**





<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 My easi 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.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

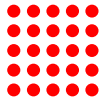
Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding 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 22 55 33

**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  For example, if your Beneficiary ID is 12***** then your user ID is 12*****



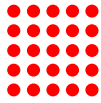
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, home page of e-Voting will open.

## **Step 2: Cast your vote electronically 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.



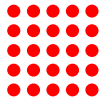
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
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 Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in 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 shareholder holding securities in demat mode, you are



requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

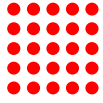
2. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual 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 to access e-Voting facility.

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

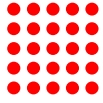
1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise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

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

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



7. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
8. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
9. Shareholders are requested to speak only when moderator of the meeting / management will announce the name and serial number for speaking.



## **EXPLANATORY STATEMENT**

**(Pursuant to the provisions of Section 102 of the Companies Act, 2013)**

### **ITEM NO. 03 TO CONSIDER AND APPROVE THE LIMITS OF INRS. 160.00 CRORES UNDER SECTION 180(1)(A) OF THE COMPANIES, ACT, 2013 FOR SECURING THE BORROWINGS OF THE COMPANY**

In order to facilitate securing the borrowings (Fund Based & Non-Fund Based to be obtained by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

In term of section 180(1)(a) of the Companies Act, 2013, the Board of Directors cannot exercise the powers to create charge on the assets or whole or part of the undertaking of the Company and to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company except with the consent of the members of the Company obtained by mean of passing a special resolution in a general meeting.

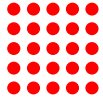
The resolution as set out at item No. 3 of the notice is placed for your approval of the aforesaid limits of borrowing by the board up to an amount not exceeding INRs. 160.00Crores.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice, except to the extent of their Shareholding, if any.

### **ITEM NO. 04 TO CONSIDER AND APPROVE THE LIMITS OF INRS. 160.00 CRORES UNDER SECTION 180(1)(C) OF THE COMPANIES, ACT, 2013 FOR BORROWING MONEY**

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance (Fund Based & Non-Fund Based) from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company.

In term of section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company obtained by mean of passing a special resolution in a general meeting.



The resolution as set out at item No. 4 of the notice is placed for your approval of the aforesaid limits of borrowing by the board up to an amount not exceeding INRs. 160.00Crores.

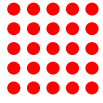
None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice, except to the extent of their Shareholding, if any.

**ITEM NO. 5 TO CONSIDER & APPROVE THE LIMITS OF INRS. 160.00 CRORES UNDER SECTION 186 OF COMPANIES ACT, 2013 FOR GRANTING THE LOAN OR ADVANCES, AND TO PROVIDE GUARANTEE OR SECURITY**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of INRs. 160.00 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 5 for approval by the members of the Company as Special Resolution.

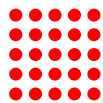


None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

**Date: 29.08.2024**  
**Place: Bhopal**

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

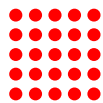
**SD/-**  
**NARENDRA SINGH BAPNA**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN: 03201953**



**ANNEXURE TO THE NOTICE:**

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

Name of Director	Mr. Pramod Ramdas Ingle
DIN	03201939
Date of Birth	August 02, 1969
Actual date of Appointment	Appointed as Whole Time Director (WTD) on May 08 2023
Qualifications	Chartered Accountant
Nationality	Indian
Expertise in Specific Functional Area	He has been serving On Door from May 2015. He is a key person involved in strategic decision making and caters to further business opportunities and also looks after the Investor relations.
Terms and conditions of Appointment/ Re-appointment	As may be mutually decided by the Board and Mr. Pramod Ramdas Ingle
Directorships held in other listed companies (As on March 31, 2024)	None
Chairmanships/ Memberships of the Committees of the Board of Directors of other listed companies (As on March 31, 2024)	None
Shareholding of Directors (As on March 31, 2024)	1000 Equity Shares i.e., 0.02%
Number of meetings attended during the financial year 2023-24	16
Relationship between Directors inter-se	Spouse of Mrs. Vaishali Ingle, Promoter and Executive Director of the Company



## **BOARD'S REPORT**

To,  
The Members,  
ON DOOR CONCEPTS LIMITED  
(Formerly Known as On Door Concepts Private Limited)

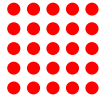
Your Directors have pleasure in presenting their 10<sup>th</sup> Annual Report on the business and operations of the Company and the Audited Financial Statements (consisting of Balance sheet, statement of Profit and Loss and cash flow statement) of the Company for the Financial Year ended March 31, 2024.

### **1. Financial Results**

The Financial performance of the Company for the Financial Year ended March 31, 2024 has been considerably good since the total turnover of the Company as compared to previous financial year increased significantly. The operating results of the Company for the Financial Year ended March 31, 2024 are as under:

(Amount in Lakhs)

<b>PARTICULARS</b>	<b>Year ended 31<sup>st</sup> March, 2024</b>	<b>Year ended 31<sup>st</sup> March, 2023</b>
Turnover	23,351.54	18,014.52
Other Income	0.40	0.50
<b>Total Income</b>	<b>23,351.94</b>	<b>18,015.02</b>
COGS & Other Expenses	22,402.62	17,611.87
Earnings Before Interest, Depreciation & Tax	949.32	403.15
Finance Costs	8.76	66.14
Depreciation	406.02	335.63
<b>Profit/(loss) before exceptional items and tax</b>	<b>534.53</b>	<b>1.38</b>
Exceptional items	(5.53)	(1300.00)
<b>Profit / (loss) before tax</b>	<b>529.00</b>	<b>1281.13</b>
<b>Prior Period Item</b>	<b>0.00</b>	<b>5.14</b>
<b>Tax expense:</b>		
Current tax	-	-
Deferred tax Assets	(76.79)	(4.79)
<b>Total tax expense</b>	<b>(76.79)</b>	<b>(4.79)</b>
<b>Profit/(Loss) after tax</b>	<b>605.79</b>	<b>1280.77</b>
<b>Earning per Equity shares</b>		
Basic	10.72	33.14
Diluted	-	33.14



## 2. Dividend

Your directors inform you that your company has posted a Net Profit of INRs. 605.79 lakhs for the year and in order to conserve the financial resources for further growth and aiding the financial resources, your Directors have decided, not to recommend any dividend for the financial year ended on March 31, 2024.

## 3. Change in the capital structure of the Company

During the period under review, there has been following change in the Capital Structure of the Company –

- The Company has increased its Authorized Share capital of the company from INRs. 5,50,00,000.00 (Indian Rupees Five Crores and Fifty Lakhs Only) divided into 55,00,000 (Fifty Five Lakhs only) Equity Shares having face value INRs. 10.00/- (Indian Rupees Ten only) each and 3,00,000 Preference Shares having face value INRs. 10.00/- (Indian Rupees Ten only) each to INRs. 6,50,00,000.00 (Indian Rupees Six Crores and Fifty Lakhs Only) divided into 65,00,000 (Sixty Five Lakhs Only) Equity Shares having face value INRs. 10.00/- (Indian Rupees Ten only) each in the 09<sup>th</sup> Annual General Meeting held on May 22, 2023.
- The Company has issued and allotted 17,84,000 (Seventeen Lakhs Eighty Four Thousand) Equity Shares wherein 14,98,800 Equity Shares were allotted in Initial Public Offer as part of fresh issue face value of INRs. 10.00/- (Indian Rupee Ten only) at a price of INRs. 208.00/- each (including premium of INRs. 198.00 per share) and 2,85,200 Equity Shares were allotted on Pre-IPO placement basis of the Company of face value of INRs. 10.00/- (Indian Rupee Ten only) at a price of INRs. 259.00/- each (including premium of INRs. 249.00 per share).

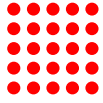
Consequently, the paid up share capital of the Company has increased from INR 3,86,46,120.00 (Three Crores Eighty-Six Lakhs Forty-Six Thousand One Hundred and Twenty Only) to 5,64,86,120.00 (Five Crores Sixty-Four Lakhs Eighty-Six Thousand One Hundred and Twenty Only) and as on date comprises of 56,48,612.00 (Fifty-Six Lakhs Forty-Eight Thousand Six hundred and Twelve) Equity Shares of INRs. 10.00/- (Indian Rupees Ten Only) each.

## 4. Reserves

During the Financial Year ended March 31, 2024 the Company has not transferred any amount to the General Reserve.

## 5. Transfer to Investor Education and Protection Fund

During the period under review, there is no amount of unpaid/unclaimed dividend which is required to transfer in IEPF (Investor Education and Protection Fund) as per the provisions of the Companies Act, 2013.



## 6. Brief description of the Company's working during the year and future outlook

### Performance of the Company:

Your Company's financial performance for the FY under review showed a substantial improvement and has been encouraging. During the FY under review, the Company has achieved a gross turnover of INRs. 23,351.94 Lakhs in comparison to previous year's turnover of INRs.18,015.02 Lakhs. It represented an increase of 29.62% over the previous year. Your Company has earned a PAT of INRs.605.79 Lakhs as against Previous year's PAT of INRs. 1.38 Lakhs (Before Exceptional Items).

The Financial Year 2023-24 has been an important year for the Company from the point of view of getting good business prospects and transforming the prospects into the revenues.

### Future Outlook:

The Management is hopeful that the Company will register even higher growth rate in the future as the Company is expecting more contribution from smaller cities to grow rapidly as Company is focusing on smaller cities with its Franchise Model which is quite unique and solves many multiple problems for different parties and stakeholders. The Company is working rapidly and looking forward for opportunities to grab more and more business and develop its business activities in such a way by minimizing its risk of losing business through others, the positive results of which will be seen in the years to come.

## 7. Change in the nature of business

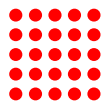
During the year under review, there has been no change in the nature of the business of the Company.

The Board of Directors at their meeting held on April 11, 2023, approved the conversion of the Company from a Private Limited Company to Public Limited Company and altered its Articles of Association (AOA) and Memorandum of Association (MOA) and was issued a fresh Certificate of Incorporation with effect from 01<sup>st</sup> Day of May, 2023 by the Registrar of Companies, Gwalior and consequently the Company's name was changed from **On Door Concepts Private Limited to On Door Concepts Limited** by removing the word "Private" before the word "Limited".

Further, the Corporate Identity Number (CIN) has been changed from "U52100MP204PLC033570" to "L52100MP204PLC033570" and Status of the Company has also been changed from Unlisted to Listed **Company** due to listing of equity shares of the Company on National Stock Exchange of India Limited (NSE) (SME EMERGE) Platform with effect from November 01, 2023.

## 8. Initial Public Offer (IPO) and Listing

The Company applied to Emerge Platform of National Stock Exchange Limited ("NSE") for in-principle approval for listing its equity shares on the SME Platform of the NSE. The National Stock Exchange Limited has, vide its letter dated, September 15, 2023, granted it's In- Principle Approval to the Company.



The Company had filed Prospectus to the Registrar of the Companies, Gwalior, Ministry of Corporate affairs. The Public Issue was opened on Monday, October 23, 2023 and closed on Friday, October 27, 2023. The Company has applied for listing of its total equity shares to NSE and received approval vide letter dated October 31, 2023. The trading of equity shares of the Company commenced on November 01, 2023 at Emerge Platform of the NSE.

The Company had made Initial Public Offer aggregating to INR 3117.50 Lakhs (“Issue Size”) and has issued and allotted 14,98,800 equity shares of INR 10.00/- each at a price of INR 208.00/- per share through an Initial Public Offer.

#### 09. Utilization of IPO Proceeds

The Company has utilized the proceeds for the following objects during the financial year 2023-24 and there are no deviation(s) or variation(s) in respect of the utilization of the proceeds of the Initial Public Offer by the Company as per Regulation 32(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015:

Original Object	Modified Object, if any	Original Allocation (Rs. in Lakhs)	Modified Allocation , if any	Funds Utilized till 31 <sup>st</sup> March, 2024 (Rs. in Lakhs)	Unutilized amount (Rs. in Lakhs) 31 <sup>st</sup> March, 2024	Amount of Deviation/ Variation according to applicable object	Remarks, if any
Issue Related Expenses	NA	349.85	NA	349.85	Nil	Nil	NA
General Corporate Purposes	NA	724.20	NA	724.20	Nil	Nil	NA
Augmenting Additional working capital requirements	NA	2043.45	NA	2043.45	Nil	Nil	NA

#### 10. Dematerialization of Shares

As on March 31 2024, all Equity Shares of the Company are in dematerialized form with either of the depositories viz. NSDL and CDSL. The breakup of the equity shares held in dematerialized and physical form as on March 31, 2024 are as follows:



MODE	SHARES	% TO CAPITAL
NSDL	4087100	72.36
CDSL	1561512	27.64
Physical	0	0
<b>Total</b>	<b>5648612</b>	<b>100</b>

The ISIN No. allotted to the Company is **INE00ER01015** and Registrar and Share Transfer Agent is **BIGSHARE SERVICES PRIVATE LIMITED**.

**11. Material changes and commitments, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of the Report.**

No material changes and commitments made which affect the Financial Position of the Company occurred between the end of the Financial Year to which these Financial Statements relate and the date of the report except the Company was converted into a Public Limited Company w.e.f. May 01, 2023 and got listed on NSE EMERGE Platform (SME) on November 01, 2023.

**12. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

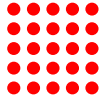
**13. Risk Management**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. The Company during the year had formalized the same by formulating and adopting Risk Management Policy. This policy intends to identify, evaluate, monitor and minimize the identifiable risks in the organization.

The Company does not fall under the ambit of the top 500 listed entities, determined on the basis of market capitalization as at the end of the immediately preceding financial year. Hence, compliance under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable on the Company.

**14. Details in respect of adequacy of internal financial controls with reference to the Financial Statements**

As per Section 134 of the Companies Act, 2013 read with Rule 8(5)(viii) of the Companies (Accounts), Rules, 2014, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2024, based on the internal control over financial reporting criteria established by Company considering the essential components of internal control stated in the



Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountant of India.

The Board of Directors of the Company have adopted various policies like Vigil Mechanism Policy, Policy to determine Material Subsidiaries and such other procedures for ensuring the orderly and efficient conduct of its business for safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

## **15. Deposits**

The details relating to deposits, covered under Chapter V of the Act, -

- (a) Accepted during the year: NIL
- (b) remained unpaid or unclaimed as at the end of the year: NIL
- (c) Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved: NIL

As at the end of the year under review, the Company has outstanding balance of unsecured loan of amounting to INRs. 0.87 Crores from related parties.

## **16. Management Discussion and Analysis**

The Management Discussion and Analysis as required in terms of the Listing Regulations is annexed to the report as “**Annexure I**” and is incorporated herein by reference and forms an integral part of this report.

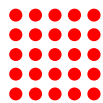
## **17. Auditors and Auditor’s Report**

### ***Statutory Auditors & their report***

M/s B.C.P. Jain & Co., Chartered Accountants, Bhopal (ICAI Firm Registration Number 000802C) were appointed as the Statutory Auditors of the Company at the 06<sup>th</sup> Annual General Meeting held on December 31, 2020 for a term of 5 Years.

M/s B.C.P. Jain & Co. Chartered Accountants, have audited the books of accounts of the Company for the Financial Year ended March 31, 2024 and have issued the Auditors' Report thereon. There are no qualifications, or reservations or adverse remarks or disclaimers in the said report. Further, no fraud has been reported by the Auditors to the Audit Committee or the Board during the period under review.

The Auditor's Report, read together with the notes on financial statements are self-explanatory and hence do not call for any further comments under section 134 of the Act.



### ***Cost Auditors & their report:***

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and other applicable rules and provisions, if any, the requirement of Cost Audit is not applicable to the Company.

### ***Secretarial Auditors & their report:***

Pursuant to section 204 of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, made there under, mandate the company to have Company Secretary in practice for furnishing the secretarial audit report, in Form MR-3 accordingly M/s Piyush Bindal & Associates have been appointed as Secretarial Auditors of the Company. The Secretarial Audit Report for the financial year ended March 31, 2024, as required under Section 204 of the Act is annexed with this Annual Report. The Secretarial Auditors' Report for fiscal 2024 does not contain any qualification, reservation, or adverse remark. The Secretarial Auditors' Report is enclosed as **Annexure II** to the Board's report, which forms part of this Integrated Annual Report.

### ***Internal Auditors:***

The Company has in place adequate internal financial controls with reference to the financial statement. The Audit Committee of the Board periodically reviews the internal control systems with the management and Statutory Auditors. Further, the Board appointed M/s. Akash Saxena & Co., Chartered Accountants (Firm Reg. No. 028465C) on September 25, 2023 to act as an Internal Auditor of the Company for the Financial Year 2023-24.

## **18. Performance and financial position of Subsidiary/Joint Ventures/Associate Companies**

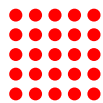
The Company does not have any Subsidiaries/Associate Companies and has not entered into a joint venture with any other Company.

## **19. Corporate Governance Report**

As a good corporate governance practice the Company has generally complied with the corporate governance requirements. Our disclosures seek to attain the best practices in corporate governance. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions. However, the provisions of Corporate Governance are not applicable to the Company pursuant to Regulation read with Regulation 15(2)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as our Company is listed on EMERGE Platform (SME) NSE Limited.

Hence, corporate governance report does not form a part of this Board Report, though we are committed towards best corporate governance practices. However, your Company undertakes that when the above said provision is applicable to the Company the same will be duly complied within the period of 6 months.

## **20 Share Capital**



**A) Issue of equity shares with differential rights**

As per rule 4 (4) of Companies (Share Capital and Debentures) Rules, 2014, during the period under review, your Company has not issued equity shares with differential rights.

**B) Issue of sweat equity shares**

As per rule 8 (13) of Companies (Share Capital and Debentures) Rules, 2014, during the period under review, your Company has not issued Sweat equity shares.

**C) Issue of employee stock options**

As per rule 12 (9) of Companies (Share Capital and Debentures) Rules, 2014, during the period under review, your Company has not issued equity shares under the scheme of employee stock option.

**D) Provision of money by Company for purchase of its own shares by employees or by trustees for the benefit of employees**

As per rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014 there are no voting rights exercised directly or indirectly by the employees in respect of shares held by them.

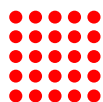
**21. Weblink of the Annual return**

As per Section 92(3) of the Companies Act, 2013, the Company is having website “[www.ondoor.com](http://www.ondoor.com)” and the Annual Return for the Financial Year 2023-24 will be placed on its website after filing of the same done with Registrar of Companies, Ministry of Corporate Affairs.

**22. Conservation of energy, technology absorption and foreign exchange earnings and outgo**

The particulars as required to furnish for the year 2023-24 are under:

S.No.	Particulars	Comments
<b>(A)</b>	<b>Conservation of energy</b>	
(i)	the steps taken or impact on conservation of energy;	In view of business activities, the Company is not a manufacturing Company and using very less power for its business activities hence it is not beneficial for the interest of the company to take substantial steps for the conservation of energy.
(ii)	the steps taken by the Company for utilizing alternate sources of energy;	
(iii)	the capital investment on energy conservation equipments	
<b>(B)</b>	<b>Technology absorption</b>	
(i)	the efforts made towards technology absorption	The Company uses latest technology and equipment in its business. Further, the Company is not engaged in any manufacturing activity.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution;	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	



S.No.	Particulars	Comments	
	(a) the details of technology imported		
	(b) the year of import		
	(c) whether the technology been fully absorbed		
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and		
(iv)	the expenditure incurred on Research and Development	No expenditure incurred on Research & Development during the year.	
(C)	<b>Foreign exchange earnings and Outgo</b>	<b>Inflow</b>	<b>Out Flow</b>
	The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows	<b>0.00</b>	<b>0.00</b>

## 23. Board of the Company

### A) Board of Directors and Key Managerial Personnel

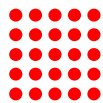
The Company has following Directors as on date of this report:

S. No	Name of Director	Designation	Date of Appointment on Current Designation	DIN
1	Mr. Narendra Singh Bapna	Chairman and Managing Director	08.05.2023	03201953
2	Mr. Pramod Ramdas Ingle	Whole Time Director	08.05.2023	03201939
3	Mrs. Vaishali Ingle	Director	13.04.2023	07022154
4	Mr. Ratnakar Venkappa Rai	Independent Director	08.05.2023	00126309
5	Ms. Sangita Bhamesh Kamble	Independent Director	08.05.2023	10130251
6	Ms. Shivani Shivshankar Tiwari	Independent Director	08.05.2023	09359208

All the directors of the Company have confirmed that they satisfy the fit and proper criteria as prescribed under the applicable regulations and that they are not disqualified from being appointed as directors in terms of Section 164(2) of the Companies Act, 2013.

During the Financial Year 2023-24, following changes have been occurred:

S. No	Name of Director	Particulars of Change	Current Designation	Date of Appointment	DIN
1	Mr. Pramod Ramdas Ingle	Change in Designation to Whole Time Director w.e.f. 08.05.2023	Whole Time Director	25.05.2015	03201939
2	Mr. Narendra Singh Bapna	Change in Designation to Chairman and Managing Director w.e.f. 08.05.2023	Chairman and Managing Director	25.05.2015	03201953



S. No	Name of Director	Particulars of Change	Current Designation	Date of Appointment	DIN
3	Mrs. Vaishali Ingle	Appointed as Executive Director	Director	13.04.2023	07022154
4	Mr. Ratnakar Venkappa Rai	Appointed as Additional Independent Director w.e.f. 08.05.2023 and regularized in the Annual General Meeting held on 22.05.2023	Independent Director	08.05.2023	00126309
5	Ms. Sangita Bhamesh Kamble	Appointed as Additional Independent Director w.e.f. 08.05.2023 and regularized in the Annual General Meeting held on 22.05.2023	Independent Director	08.05.2023	10130251
6	Ms. Shivani Shivshankar Tiwari	Appointed as Additional Independent Director w.e.f. 08.05.2023 and regularized in the Annual General Meeting held on 22.05.2023	Independent Director	08.05.2023	09359208

Further, pursuant to Section 203 of the Companies Act, 2013, the Key Managerial Person of the Company during the period under review are: -

S. No	Name of Director	Designation
1	Mrs. Vaishali Bakliwal	Company Secretary (CS) & Compliance Officer
2	Mr. Rahul Gurmalani	Chief Financial Officer (CFO)

## B) Constitution of the Board of directors and their meetings

### (a) *Constitution of the Board*

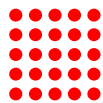
The composition of the Board is in conformity with the requirement of the provisions of the Companies Act, 2013. As on March 31, 2024, the Company's Board comprises of 6 (Six) Directors, comprising of Three Executive Director and Three Non-Executive Independent Directors.

The Members of the Board are highly qualified and having varied experience in their respective field and they assist the Board to discharge their functions from time to time. The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills experience, expertise, diversity, and Independence. The Board provides leadership, strategic guidance, an objective and independent view to the Company's management while discharging its fiduciary duties, thereby ensuring that the management adheres to the high standards of ethics, transparency, and disclosure.

### (b) *Meetings of the Board*

The Board meets at regular intervals to discuss Company operations apart from other Board business.

The Company prepares the schedule of the Board Meeting in advance to assist the Directors in scheduling their program. The agenda of the meeting is circulated to the members of the Board well in advance along with necessary papers, reports, recommendations and supporting documents so that each Board member can actively participate on agenda items during the meeting.



During the Financial year 2023-24, the Board met 16 (Sixteen) times as per Section 173 of the Companies Act, 2013 which is summarized below and the maximum interval between any two meetings did not exceed 120 days.

S. No	Date of Board Meeting	Board Strength	No. of Directors Present	No. of Director Absent
1	11.04.2023	2	2	0
2	08.05.2023	3	3	0
3	25.05.2023	6	6	0
4	29.06.2023	6	6	0
5	04.07.2023	6	6	0
6	04.07.2023	6	6	0
7	05.07.2023	6	6	0
8	06.07.2023	6	6	0
9	11.07.2023	6	6	0
10	17.08.2023	6	6	0
11	07.09.2023	6	6	0
12	25.09.2023	6	6	0
13	11.10.2023	6	6	0
14	30.10.2023	6	6	0
15	14.11.2023	6	6	0
16	09.03.2024	6	6	0

And the company has conducted 2 (Two) Extra Ordinary General Meetings on April 13, 2023 and July 04, 2023 respectively for passing the shareholder's resolution on various matters.

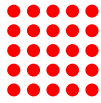
Attendance details of Directors during the Financial Year ended March 31, 2024 are given below:

Name of the Directors	Category	Number of Board Meetings attended
Mr. Narendra Singh Bapna	Chairman & Managing Director	16
Mr. Pramod Ramdas Ingle	Whole Time Director	16
Mrs. Vaishali Ingle	Executive Director	15
Mrs. Sangita Bhamesh Kamble	Independent Director	14
Mrs. Shivani Shivshankar Tiwari	Independent Director	14
Mr. Ratnakar Venkappa Rai	Independent Director	14

**(c) Directors seeking re-appointment**

In terms of the provisions of the Companies Act, 2013, **Mr. Pramod Ramdas Ingle (DIN: 03201939)**, Whole Time Director of the Company will retire by rotation and being eligible, offer himself for reappointment at the forthcoming 10<sup>th</sup> Annual General Meeting.

The Board recommends his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.



In case of appointment/re-appointment of Directors, the details of respective Directors as stipulated under the secretarial standards and required under Regulation 36(3) of Listing Regulations, 2015 are included as annexure in the Notice of forthcoming 10<sup>th</sup> Annual General Meeting of the Company.

***(d) Separate Meeting of Independent Director: Board Evaluation and Discussions with Independent Director***

Section 149 (8) of Companies Act, 2013 and Regulation 25 (3) & (4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board's policy is to regularly have separate meetings with Independent Directors, to update them on all business-related issues, new initiatives and changes in the industry specific market scenario. During the Financial Year 2023-24, 1(One) meeting of Independent Director was held on March 09, 2024 and had reviewed the performance of the Board as a whole.

Pursuant to the provisions of the Companies Act, 2013 and the Listing Agreement/ SEBI (LODR) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance and the Directors expressed their satisfaction with the evaluation process.

***(e) Declaration by Independent Director***

During the Financial Year 2023-24, the Company has received the necessary declaration from each Independent Director in accordance with Section 149(7) of the Act and Regulations 16(1)(b) and 25(8) of the SEBI Listing Regulations, that he/she meets the criteria of independence as laid out in Section 149(6) of the Act and Regulations 16(1)(b) of the SEBI Listing Regulations.

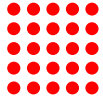
In the opinion of the Board, the Independent Directors possess the requisite expertise and experience (Including the proficiency of the independent director as ascertained from the online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs notified under sub-section (1) of Section 150 of the Companies Act, 2013 and are the persons of high integrity and repute. They fulfil the conditions specified under the Companies Act, 2013.

Further, as per the Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019 and Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time, the declaration received from the Independent Directors of the Company related to online Proficiency Self-Assessment Test.

***(f) Information available for the members of the Board***

The Board has complete access to any information within the Company, The Company has provided inter alia following information's and discussed the matters:

- Financial results for the Company;
- Minutes of meeting of the Board.
- Periodic compliance reports which includes non-compliance, if any,
- Disclosure of Interest received from Directors;
- Related party transactions;
- Regular business updates;
- Report on action taken on last Board Meeting decisions;



- Various Policies of the Board
- Discussion with the Auditors.

## 24. Committees of the Board

In terms of the Companies Act, 2013, your Company has already constituted the following Committees of the Board:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Executive Committee

### i. Audit Committee:

The Audit Committee of the Company is constituted in line with the provisions of the Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Section 177 of the Companies Act, 2013 (“Act”).

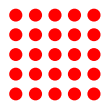
The composition, quorum, terms of reference, functions, powers, roles and scope are in accordance with provision of Section 177 of the Companies Act, 2013. All the members of the committee are financially literate. During the Financial Year 2023-24, 5(Five) meetings were held, the dates of which are 25.05.2023, 07.09.2023, 25.09.2023, 14.11.2023 and 09.03.2024. The following is the composition of the Audit Committee –

Sr. No	Name of Director	Category	Position in Committee	Number of Meetings Attended
1.	Mr. Ratnakar Venkappa Rai (DIN: 00126309)	Independent Director	Chairman	05
2.	Ms. Shivani Shivshankar Tiwari (DIN: 09359208)	Independent Director	Member	05
3.	Ms. Sangita Bhamesh Kamble (DIN: 10130251)	Independent Director	Member	05

### ii. Nomination & Remuneration Committee:

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of the Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Section 178 of the Companies Act, 2013 (“Act”).

The composition, quorum, terms of reference, functions, powers, roles and scope are in accordance with provisions of section 178 of the Companies Act, 2013. The Policy is available on the website of



the Company. During the year ended, 1(One) meeting of the Committee was held on September 07, 2023. The following is the composition of the Nomination and Remuneration Committee –

Sr. No	Name of Director	Category	Position in Committee	Number of Meetings Attended
1.	Ms. Shivani Shivshankar Tiwari (DIN: 09359208)	Independent Director	Chairperson	01
2.	Mr. Ratnakar Venkappa Rai (DIN: 00126309)	Independent Director	Member	01
3.	Ms. Sangita Bhamesh Kamble (DIN: 10130251)	Independent Director	Member	01

### iii. Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Company is constituted in line with the provisions of the Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Section 178 of the Companies Act, 2013 (“Act”).

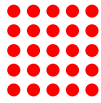
The composition, quorum, terms of reference, functions, powers, roles and scope are in accordance with provisions of section 178 of the Companies Act, 2013. During the year ended, 1(One) meeting of the Committee was held on September 07, 2023. The following is the composition of the Stakeholders Relationship Committee –

Sr. No	Name of Director	Category	Position in Committee	Number of Meetings Attended
1.	Ms. Shivani Shivshankar Tiwari (DIN: 09359208)	Independent Director	Chairperson	01
2.	Ms. Sangita Bhamesh Kamble (DIN: 10130251)	Independent Director	Member	01
3.	Mr. Narendra Singh Bapna (DIN: 03201953)	Managing Director	Member	01

The details of complaints received and resolved during the Financial Year ended March 31, 2024 are given in the Table below. The complaints relate to non-receipt of annual report, dividend, share transfers, other investor grievances, etc.

Details of complaints received and resolved during the Financial Year ended March 31, 2024:

Particulars	Number of Complaint
<b>Investor Complaints:</b>	
Opening as on April 01, 2023	0
Received during the Year	0
Resolved during the Year	0
Closing as on March 31, 2024	0



#### iv. Executive Committee:

The Executive Committee of the Board was set up in the Board Meeting of March 09, 2024 to handle urgent matters that require consideration outside of regular board meetings. The Executive Committee is headed by the Managing Director (MD) with other Functional Directors as Members and ensure day-to-day operations of the Company within the Board approved framework including strategic management of the Company's businesses, supervise and monitor implementation of business plans, formulate, and implement control systems, urgent decision-making, guiding top management, daily operations, compliance, and crisis leadership.

The following is the composition of the Stakeholders Relationship Committee –

Sr. No	Name of Director	Category	Position in Committee
1.	Mr. Narendra Singh Bapna (DIN: 03201953)	Chairman and Managing Director	Chairman
2.	Mr. Pramod Ramdas Ingle (DIN: 03201939)	Whole Time Director	Member
3.	Mrs. Vaishali Ingle (DIN: 07022154)	Executive Director	Member

#### 25. Code for Prohibition of Insider Trading

Your Company has adopted the Internal Code of conduct for Regulating, monitoring and reporting of trades by Designated persons under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 (“Code”) for prohibition of insider trading in the securities of the Company to curb the practice for dealing in the securities while possessing Unpublished Price Sensitive Information (“UPSI”) by the Insiders of the Company.

The Code, inter alia, prohibits dealing in securities by insiders while in possession of unpublished price sensitive information. Your Company has also formulated and adopted the Policy and Procedures for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information [Under Regulation 9A (5) of Securities and Exchange Board of India (Prevention of Insider Trading) Regulations, 2015].

#### 26. Code of Conduct

The Company has laid down a code of conduct for all Board members and Senior Management and Independent Directors of the Company. All the Board members including Independent Directors and Senior Management Personnel have affirmed compliance with the code of conduct.

#### 27. Details of establishment of vigil mechanism for directors and employees

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



A mechanism has been established for employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the Chairperson of the Audit Committee in exceptional cases. Further, no whistle blower complaint has been received during the Financial Year 2023-24. The Policy is available on the website of the Company.

## **28. Corporate Social Responsibility (CSR)**

Your Company is aimed and committed to discharging its social responsibility as a good corporate citizen.

The provisions of Section 135 of the Companies Act, 2013 were not applicable to Company in previous financial years. As per the latest audited financial statements, stating an increment in the profit margins of the Company made the provisions of Section 135 of the Companies Act, 2013 applicable on the Company w.e.f. 01.04.2024. Since the Company is not required to formulate the Corporate Social Responsibility (CSR) Committee, in terms of Section 135 (9) of the Companies Act, 2013, the Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, with the recommendation of the Board, the Company shall spend such amount as may arrive by them on the basis of financial statements during the Financial Year 2024-25 and shall take note on the Report of the same in the ensuing financial year.

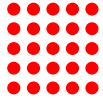
The Company has approved the CSR Policy of the Company vide its Board Meeting dated August 29, 2024. The approved CSR policy of the Company is enclosed as **Annexure-III** to the Board's report, which forms part of this integrated Annual Report.

## **29. Particulars of loans, guarantees or investments under section 186**

The company has not given any loan to any person or other body corporate or given any guarantee or provided security in connection with a loan to any other body corporate or person or acquired by way of subscription, purchase or otherwise, the securities of any other body corporate during the financial year under review.

## **30. Particulars of contracts or arrangements with related parties referred to in Sub-Section (1) of Section 188**

All the related party transactions that were entered into during the financial year ended March 31, 2024 were on arm's length basis and were in the ordinary course of business and have been noted through resolutions. Therefore, the provisions of Section 188 were complied with during the year under review and there were no material contract and arrangements entered by the Company with its related parties not on arm's length basis and therefore, no details are required to be mentioned in the Form AOC-2.



### **31. Particulars of employees and related disclosures**

Disclosures under Section 197(12) of the Companies Act, 2013 read with 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in terms of remuneration drawn during the financial year 2023-24, by Directors and Key Managerial Personnel is annexed to the Board's report as **Annexure-IV**.

However, none of the employee was in receipt of remuneration exceeding INRs. 102.00 Lakhs or more per annum or INRs. 8.50 Lakhs per month or more during the Financial Year 2023-24, therefore details of top ten employees are not required to be annexed with.

### **32. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has zero tolerance for sexual harassment at workplace. The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

Further, during the year, no Complaints were received under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 in respect of the Company.

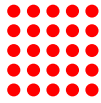
### **33. Compliances of Secretarial Standards**

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

### **34. General Disclosure**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a. Provisions dealing with purchase of its own shares by a company, Provisions governing Issue of Sweat Equity and Employees Stock Options Scheme, issue of shares with differential voting rights etc. regulated by the Act under Companies (Share Capital & Debentures) Rules, 2014.
- b. There were no application made during the year and there were no proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) at the end of the financial year.
- c. As there was no settlement that has been made with any Banks or financial Institutions during the year therefore, there is no requirement of reporting the required information as per the Section 134(3) and the rules made thereunder.



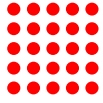
### **35. Directors' Responsibility Statement**

Pursuant to the requirement under clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, with respect to the Directors' Responsibility Statement the Directors confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) There is no fraud which are reportable by the Auditors to the Central Government, and which needs to be disclosed in the Board report during the year under review.
- (e) The directors had prepared the annual accounts for the Financial Year ended March 31, 2024 on a going concern basis; and
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **36. Acknowledgements**

The Company is grateful and would like to thank its customers, shareholders, debentures holders, suppliers, financial institutions, bankers, auditors, company secretary, Central and State Governments for their constant support to the Company. The Directors also place on record their deep



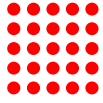
appreciation of the contribution made by employees at all levels the consistent growth of the Company was made possible by their hard work, loyalty, dedication, co-ordination and support.

**For and on behalf of the Board of Directors  
ON DOOR CONCEPTS LIMITED**

**Mr. Narendra Singh Bapna  
Chairman & Managing Director  
DIN: 03201953**

**Mr. Pramod Ramdas Ingle  
Whole Time Director  
DIN:03201939**

**Place: Bhopal  
Date:29.08.2024**



Annexure-I

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Pursuant to regulation 34(2) (e) of the Securities Exchange Board of India (Listing Obligations & Disclosure requirements) Regulation, 2015 the Board of Directors are hereby presenting the Management Discussion and Analysis report.

### **1. BUSINESS OVERVIEW**

On Door is a fast-upcoming national level omni-channel retailer of groceries and household essentials. The company has the advantage of being one of early entrants in the supermarket industry to offer the convenience of both the colony stores as well as hyperlocal home delivery through online orders. Most of our stores also fulfil the on-line orders from their respective shelves. Our Company facilitates one-stop-shop convenience for our customers everyday shopping needs, along with our competitive pricing due to our local market knowledge, careful product assortment and supply chain efficiencies, has helped us achieve growth and success.

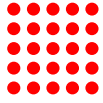
The Company opened its first store in Bhopal, Madhya Pradesh in January 2015. As of March 31, 2024, the company operates 63 stores in the cities of Madhya Pradesh. The Company expects more contribution from smaller cities to grow rapidly as Company is focusing on smaller cities with Franchise Model.

We open new stores using a cluster approach on the basis of adjacencies and focusing on an efficient supply chain, targeting densely-populated residential areas with a majority of middle and aspiring upper-middle class consumers.

### **2. INDUSTRY STRUCTURE AND DEVELOPMENTS**

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships. Indian retail industry has emerged as one of the most dynamic and fast-paced industries due to the entry of several new players. It accounts for over 10% of the country's gross domestic product (GDP) and around 8% of the employment. India is the world's fifth-largest global destination in the retail space.

The Retail sector in India has seen a lot of investments and developments and India has the third-highest number of e-retail shoppers (only behind China, the US). The new-age logistics players are expected to deliver 2.5 billion Direct-to-Consumer (D2C) shipments by 2030. Online used car transaction penetration is expected to grow by 9x in the next 10 years and the Government of India has taken various initiatives to improve the retail industry in India. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, are aimed at creating immense opportunities in India.



### 3. EXPANSION AND FUTURE PROPOSAL

Our Management is hopeful that Company will register even higher growth rate in Future. The Company is working rapidly and looking forward for opportunities to grab more and more business and develop its business activities in such a way by minimizing its risk of losing business through others, the positive results of which will be seen in the years to come.

Further, we believe that the listing of our Equity Shares will enhance our visibility and brand name among existing and potential customers and enable us to avail of future growth opportunities.

### 4. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial performance of the Company for the year 2023-24 is described in the Directors' Report under the head Financial Result.

### 5. OPPORTUNITIES AND THREATS:

#### OPPORTUNITIES:

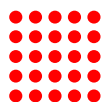
Opportunities highlight the key short, medium and long-term objectives of a brand, based on a review of a company's sales force, market research and performance. Industry insights, the relationships between us and our suppliers, and seasonal events are all powerful sales drivers and form the basis for growth. Major opportunities for the Company are as follows:

- Increase in emerging technologies.
- Long experience of the promoters in the industry;
- We follow the Quality standards which are followed by leading companies working in the same segment.
- To bring modern trade benefits to the rural and small-town customers.
- Omni-channel and convenient purchase experience to urban consumers.
- Track record of successful execution of projects.
- Experience across various Industry Vertical.

#### THREATS:

Threats can be both internal and external, and are classified as anything that might have an adverse effect on the revenue growth in store. Major Threats/Challenges to the Company are as follows:

- Technology dependency
- Integration with various technology
- Manpower retention
- Price Wars with Competitors



## 6. RISKS AND CONCERNS

Key factor in determining a company's performance is the company's ability to manage the risks in its business/environment effectively. Many risks exist in a company's operating environment and they emerge on a regular basis, viz Currency Risk, Market risk, Credit risk, Liquidity risk, Commodity price Risk, Human Resource Risk, statutory approvals. Risk management is embedded in operating framework of your Company. Your Company believes that managing risks helps in maximizing returns. Risk management framework is reviewed periodically by the Board and the Audit Committee. Like any other industry, the retail industry is also exposed to risk of competition, government policies, fluctuation of commodity price, natural factor like change in climate etc.

## 7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company maintains a system of internal controls designed to provide reasonable assurance regarding the following:

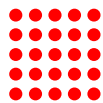
- Effectiveness and efficiency of operations
- Prevention and detection of frauds and errors
- Effective use of resources
- Adherence to applicable Accounting Standards and policies
- Timely preparation of reliable financial information

Internal controls and governance process are duly reviewed for their adequacy and effectiveness on periodical basis.

## 8. CHANGES IN KEY FINANCIAL RATIOS:

Pursuant to provisions of Regulation 34 (3) of SEBI (LODR) Regulation, 2015 read with Schedule V part B (1) details of changes (i.e., change of 25% or more as compared to the immediately previous financial year) in Key Financial Ratios is given hereunder:

Ratio Analysis	F.Y 2023-24	F.Y2022-23	Change %	Reason for change if +/- 25%
Return on Equity	0.07	0.25	(257.14) %	In FY23 due to Exceptional income of INR1300 lakhs ROE was higher in previous year compared to FY24.
Inventory Turnover Ratio	6.09	5.75	5.91%	NA
Trade Receivables Turnover Ratio	17.00	16.21	4.65%	NA
Trade Payables Turnover Ratio	11.07	5.72	48.33%	The Company has rationalized its Trade Payable days as compared to the Previous years, in line with the industry

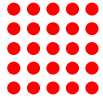


				which resulting higher Trade Payables Turnover Ratio.
Current Ratio	2.87	1.02	<u>64.46%</u>	Company has generated more Current Assets to Liabilities in FY 24, which indicates company has better liquidity and capable of paying debts.
Debt Equity Ratio	NA	NA	<u>NA</u>	<u>NA</u>
Net Capital Turnover Ratio	24.57	191.32	<u>(678.67) %</u>	Company is effectively using available funds for the Business & using Working Capital Justifiably.
Net Profit Ratio	2.59	7.11	<u>(174.52) %</u>	In FY 2023 due to Exceptional income of INR. 1300 lakhs ROE was higher in previous year.
Return on capital Employed	2.47	0.01	<u>99.60%</u>	Company is Generating attractive returns by effectively using Capital.
Return on Investment	NA	NA	<u>NA</u>	<u>NA</u>

## 9. MATERIAL DEVELOPMENT IN HUMAN RESOURCES AND INDUSTRIAL RELATION FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED

Our Company believes that a good Human Resource Policies are very effective for supporting and building the desired organization culture and to maintain the same our company taking actions on the day-to-day problems of the organization. The Company recognizes the importance and strategic value of its human capital as well as the cultural diversity and dignity of all employees, regardless of their position. It prioritizes employee empowerment to achieve organizational effectiveness and fosters a corporate environment that promotes self-motivation and teamwork.

The Company continues to focus on creating strong and long-term relationship with all employees as employee retention and development are among the highest priorities of the Company. The Company is working on enhancing its competencies to take care of current and future business. The industrial relations of the Company continue to remain harmonious and cordial with focus on improving productivity and quality.



## 10. DISCLOSURE OF ACCOUNTING TREATMENT

In the Preparation of Financial Statements, Company has followed accounting principles generally accepted in India.

## 11. CAUTIONARY STATEMENT

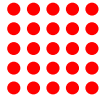
Statements in this Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results may materially differ from those expressed or implied. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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

**Mr. Narendra Singh Bapna**  
Chairman & Managing Director  
DIN: 03201953

**Mr. Pramod Ramdas Ingle**  
Whole Time Director  
DIN:03201939

Place: Bhopal  
Date:29.08.2024



Annexure-II

FORM NO. MR-3

## **SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended]

To,  
The Members,  
On Door Concepts Limited  
CIN: L52100MP204PLC033570  
1<sup>st</sup> and 2<sup>nd</sup> Floor, Plot No. 13 Railway Colony,  
E-8 Arera Colony, Bhopal, Madhya Pradesh 462039

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ON DOOR CONCEPTS LIMITED** (hereinafter called the "Company") during the financial year from April 01, 2023 to March 31, 2024 ('the year'/ 'audit period'/ 'period under review').

We have conducted the Secretarial Audit in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

**We are issuing this report based on:**

- i. Our verification of the books, papers, minute books, soft copy as provided by the company and other records maintained by the Company and furnished to me, forms/ returns filed and compliance related action taken by the company during the financial year ended March 31, 2024.
- ii. Compliance Certificates confirming Compliance with all laws applicable to the company given by Key Managerial Personnel / Senior Managerial Personnel of the company and taken on record by Audit Committee / Board of Directors, and
- iii. Our observations during the visits to the registered office of the Company,
- iv. Representations made, documents shown and information provided by the company, its officers, agents, and authorized representatives during my conduct of secretarial Audit.

We hereby report that in our opinion, during the audit period covering the Financial Year ended on **March 31, 2024** the Company has:

- i. complied with the statutory provisions listed hereunder, and
- ii. Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We hereby report that during/in respect of the audit period, we have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on March 31, 2024 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;



- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

We have also examined whether adequate systems and processes are in place to monitor and ensure compliance with general & commercial laws like labour laws, competition laws, environment laws etc.

**We further report that** the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors and other designated professionals.

**We further report that**, during/ in respect of the year, the Company was not required to initiate any compliance related action in respect of the following laws/rules/ regulations/standards and was consequently not required to maintain any books, papers, minute books or other records or file any form/ returns thereunder:

- a. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- b. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and
- c. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- f. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and external Commercial Borrowings.

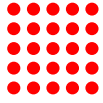
We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India; (**Complied with**)
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(**Complied with**)

**We further report that** during the year under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards mentioned above.

**We further report that**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including Independent Woman Director. The



processes relating to changes in the composition of the Board of Directors that took place during the year were carried out in compliance with the provisions of the Act.

- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent generally seven days in advance other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- As per the minutes of the Meetings duly recorded and signed by the chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

**We further report that**, based on the information provided and the representation made by the Company and also on the review of the compliance certificates/reports taken on record by the Board of Directors of the Company, in my opinion there are adequate systems and process in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

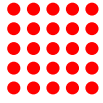
**We further report that** during the period there were no other specific events/actions in pursuance of the above-referred laws, rules, regulations, guidelines etc. having a major bearing on the Company affairs except that during the audit period:

- The Company was from a Private Limited Company to Public Limited Company vide the fresh Certificate of Incorporation consequent upon the conversion on May 01, 2023.
- The status of the Company changed to Listed Company as it has brought Initial Public Offer (IPO) which was approved by the Board of Directors through Board Resolution on 08<sup>th</sup> May, 2023 for 14,98,800 Equity Shares of INRs. 208.00 each aggregating INRs. 3117.50 Lakhs which was fully subscribed and the Company got listed on NSE (SME EMERGE) Platform on November 01, 2023.

Place: Bhopal  
Date: 14.08.2024

For Piyush Bindal & Associates  
Company Secretaries

Piyush Bindal  
(Proprietor)  
FCS – 6749  
CP. No. 7442  
Peer Review Cert. No.: 922/2020  
Firm's Registration No. S2012MP186400  
UDIN: F006749F000977521



This report is to be read with our letter of even date which is annexed as Annexure A and forms integral part of this Report.

## Annexure-A to Secretarial Audit Report

To,  
The Members,  
On Door Concepts Limited  
CIN: L52100MP204PLC033570  
1st and 2nd Floor, Plot No. 13 Railway Colony,  
E-8 Arera Colony, Bhopal, Madhya Pradesh- 462039

Our Secretarial Audit Report for the financial year ended March 31, 2024 of even date is to be read along with this letter.

### Management's Responsibility

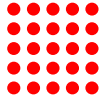
1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### Auditor's Responsibility

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

### Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

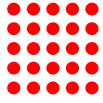


7. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed provided a reasonable basis for my opinion.

**Place: Bhopal**  
**Date: 14.08.2024**

**For Piyush Bindal & Associates**  
**Company Secretaries**

**Piyush Bindal**  
**(Proprietor)**  
**FCS - 6749**  
**CP. No. 7442**  
**Peer Review Cert. No.: 922/2020**  
**Firm's Registration No. S2012MP186400**  
**UDIN: F006749F000977521**



### Annexure-III

## **CORPORATE SOCIAL RESPONSIBILITY POLICY**

### **BACKGROUND**

In compliance with the requirements of Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, **ON DOOR CONCEPTS LIMITED (CIN: L52100MP2014PLC033570)** acknowledges the following:

**Board Committee Exemption:** As our total CSR expenditure falls below INRs.50.00 lakhs, we are not required to constitute a separate CSR Committee. The Board will oversee CSR activities directly.

**Mandatory Expenditure:** We commit to spending at least two percent of the average Net Profits before Tax (PBT) of the Company, made during the three immediately preceding financial years, in alignment with our CSR Policy.

### **PHILOSOPHY**

Corporate Social Responsibility (CSR) is a public spirited cause that has been well introduced by the new Companies Act 2013. Through the CSR there is a formation of a dynamic relationship between a company on one hand and the society and environment on the other. CSR is traditionally driven by a moral obligation and philanthropic spirit which resonates with the policy of the Company

### **FOCUS AREAS**

The main responsibilities of the Company towards society at large are to eradicate hunger, poverty and malnutrition; promote preventive health care and sanitation and making available safe drinking water, promoting gender equality and empowering women.

### **OUR VISION**

1. The Company completely endorses reliability. It is committed to conduct business in a true, fair and ethical manner and takes up the responsibility to create a good impact in the society it belongs.
2. The Company is committed towards improving the quality of lives of people in the communities in which it operates because; the society is an essential stakeholder and the purpose of its existence. The Company believes that giving back to the society through CSR activities is its moral duty.
3. The Company aims to fulfill the requirements laid down under the Companies Act, 2013 and act diligently to comply with all its Rules and Regulations on CSR.



## APPLICABILITY OF THE POLICY

1. The Company's CSR Policy has been developed in conformity with the provisions of Section 135 of the Companies Act, 2013 (referred to as the Act in this Policy) and in accordance with the CSR Rules (hereby referred to as the Rules) notified by the Ministry of Corporate Affairs, Government of India.

2. This Policy shall apply to all CSR initiatives and activities taken up at the various locations in India, preferably in the vicinity where the Company carries out its business operations and for the benefits of different segments of the society, specifically the deprived and under-privileged.

## OBJECTIVE OF THE CSR POLICY

- To ensure that the Company is committed to operate its business in an economically, socially and environmentally sustainable manner, while recognizing the interests of all its stakeholders.
- To take up programs that benefit the communities in and around its work centers and over a period of time, results in enhancing the quality of life of the people in the area of its business operations.
- To generate a community goodwill for the Company and help reinforce a positive and socially responsible image of Company as a good corporate citizen of the Country.

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR)

### COMPOSITION:

As per Section 135 of the Companies Act, 2013 the Company shall constitute the CSR committee as and when it becomes applicable under Sub-Section (9) depending upon the CSR obligation in any financial year, till such time the Board of directors of the Company will be eligible to discharge the powers / functions of the CSR Committee.

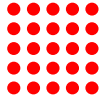
### MEETINGS:

The Committee shall hold meeting as and when required, to discuss various issues on implementation of the CSR Policy of the Company. The members would thrive to hold at least two meetings in a financial year.

The Committee shall periodically review the implementation of the CSR Programmes and issue necessary direction from time to time to ensure orderly and efficient execution of the CSR programmes in accordance with this Policy. It would be the responsibility of the CSR Committee to periodically keep the Board apprised of the status of the implementation of CSR activities.

### ROLE OF CSR COMMITTEE:

- a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 (as amended from time to time).
- b) To recommend the amount of expenditure to be incurred on the activities in a financial year.



c) To monitor the Corporate Social Responsibility Policy of the company from time to time.

d) Any other matter/thing as may be considered expedient by the Members of the Committee in furtherance of and to comply with the CSR Policy of the Company

## RESPONSIBILITIES OF THE BOARD

The Board shall:

- ▪ Form a CSR Committee and disclose the composition of the CSR Committee.
- ▪ Approve the CSR Policy after taking into account the recommendations made by the CSR Committee.
- ▪ Place the CSR Policy on the Company's website.
- ▪ Ensure implementation of the activities under CSR.
- ▪ Ensure expenditure of requisite amount on CSR every year as per law.
- ▪ Disclose reasons for not spending the amount (if applicable) in the Annual Report to the Shareholders of the Company.
- ▪ Ensure that the administrative overheads are not more than 5% of the total CSR Expenditure.
- ▪ Ensure that the funds so disbursed have been utilized for the purposes and in the manner as approved by Board / CSR Committee and the Chief Financial Officer shall certify to the effect.
- ▪ Approve transfer of unspent CSR Amount in accordance with the law. The Accounts and Finance Team of the Company shall prepare the statement of spent and unspent CSR amounts and shall assist and facilitate for transfer of the same.

## MONITORING OF CSR PROGRAMME

Corporate Social Responsibility Committee shall monitor Corporate Social Responsibility Policy of the company from time to time and it shall provide its report to the Board of Directors on annual basis.

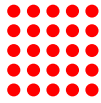
## EFFECTIVE DATE

The new CSR Policy shall be effective from the date of its approval by the Board of Directors.

## CSR PROGRAMMES/PROJECTS

The Company would focus the CSR activities around following thrust areas:

- A. Education
- B. Health & Sanitation
- C. Skill Development
- D. Women Empowerment
- E. Environmental & Social Awareness



F. Any other program, which the committee / board (including executive committee of Board) shall deem fit.

### **IMPLEMENTATION IDENTIFICATION AND SELECTION OF PROGRAMMES**

The programs would be identified as per the requirement in the community, etc. Professional agencies may be engaged in conducting need-based assessment in some programs, wherever required.

### **PARTNERSHIPS TO IMPLEMENT THE PROGRAMMES**

Collaborative Partnerships may be formed with the Government Agencies, the village Panchayats, NGOs and other likeminded stakeholders. This would help widen the Company's reach and leverage upon the collective expertise, wisdom and experience that these partnerships bring to the table.

### **CRITERIA FOR IDENTIFYING EXECUTING PARTNERS**

In case of programme execution by NGOs/Voluntary organizations the following minimum criteria should be required to be ensured:

1. The NGO / Agency must have a permanent office / address in India.
2. The NGO should be a registered public Trust or a Society having a duly executed Trust Deed / Memorandum of Association.
3. It should have registration Certificates under Section 12A, Section 80G, etc. of the Income Tax Act, 1961, registration under FCRA (wherever mandatory) and other applicable registrations.
4. It should have a Permanent Account Number (PAN).
5. Last 3 years audited statement of accounts.
6. Last 3 years income tax return.
7. Last 3 years FC return (applicable to organizations with FCRA registration).
8. The antecedents of the NGO / Agency are verifiable / subject to confirmation.
9. Should have a team of professional expertise and system to maintain Books of Accounts and to generate necessary Reports on the supported programs.
10. No tie-up with the Competition of the Company.

Provided that in case of any amendment in the Act / the Rules specifying any criteria for implementing agencies, the same shall be applicable in addition to the above criteria (to the extent applicable). Provided also that the CSR Committee may waive one or more of the above criteria on case to case basis.



## **AGREEMENT BETWEEN THE COMPANY AND EXECUTING AGENCY**

Once the programs and the executing agency has been finalized, the concerned work centers would be required to enter into an agreement/MOU with each of the implementing agency as per the Standard Agreement format.

## **MONITORING AND EVALUATION MECHANISMS**

Monitoring and Evaluation Mechanisms include the following, one or more of which shall be implemented based on the size, quantum and tenure of the CSR programs:

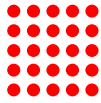
1. To ensure effective implementation of the CSR programs undertaken at each work center, a monitoring mechanism will be put in place by the CSR Committee/Board. The progress of CSR programs under implementation at work center will be reported to corporate office on a regular basis.
2. Feedback would also be obtained and documented from the beneficiaries and influential local leaders by the respective work centers about the programs, as and when required.
3. Field visits would be conducted by the respective CSR teams to ensure the progress of the programs at their work centers. The visits would be informed and surprised also.
4. Partners would be required to report narrative as well as financial updates on a quarterly/annual basis in the format mutually decided.
5. The Finance and Accounts Team of the Company in consultation with the CSR Committee/Board would conduct audit of the CSR programmes as and when required. The Finance and Accounts would, from time to time, also guide the respective partners and CSR team of the Company on necessary compliances.
6. Impact Assessment would be conducted on a periodic basis, through CSR team of BIL and independent professional third parties, if need be, especially on the strategic and high value programs. The Board of Directors of the Company shall also monitor the CSR Programs / Projects in such manner and on such periodicity as may be required by the Act / the Rules.

## **ENGAGEMENT OF INTERNATIONAL ORGANISATIONS**

The Company may engage international organization(s) for designing, monitoring and evaluation of the CSR projects or programs as well as for capacity building of its personnel for CSR.

## **CSR ANNUAL ACTION PLAN (CAAP)**

The CSR Committee shall formulate and recommend to the Board of Directors, a CAAP in pursuance of this Policy, which shall include focus areas for the year, the list of projects to be undertaken, manner of execution, fund utilization, monitoring mechanism, etc. The Board of Directors may approve the CAAP with such further conditions as it deems fit and further alter CAAP at any time during the financial year, as per the recommendation of the CSR Committee, based on the reasonable justification to that effect.



## INFORMATION DISSEMINATION

1. Appropriate documentation of the BIL CSR Policy, annual CSR activities, executing partners, and expenditure entailed will be undertaken on a regular basis and the same will be available in the public domain.
2. CSR initiatives of the Company will also be reported in the Annual Report of the Company.

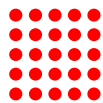
## GENERAL

- Words and expressions used but not defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, the CSR Rules made thereunder or in any amendment thereto. This Policy shall also be subject to such clarifications and FAQs as may be issued by MCA from time to time.
- In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference should be made to Corporate CSR Department/Board. In all such matters, the interpretation & decision of the CSR Committee shall be final.
- Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from the Government, from time to time.
- The Company reserves the right to modify, cancel, add, or amend any of these Rules.

***Effective Date: 29.08.2024***

***Date of Approval of Board of Directors: 29.08.2024***

\*\*\*\*\*



## Annexure-IV

### **PARTICULARS OF REMUNERATION**

Statement as per provisions of Sec 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- I. Ratio of the remuneration of each Director to the median remuneration of Employees of the Company for the financial year 2023-24 and
- II. The percentage increase in remuneration of Directors, Chief Financial Officer and Company Secretary during the financial year 2023-24.

Name & Designation	Remuneration of each Director & KMP for the FY 2023-24	% increase/decrease in remuneration in the FY 2023-24	Ratio of remuneration of each Directors to median remuneration of employees
Mr. Narendra Singh Bapna (Chairman & Managing Director)	NIL	NIL	NA
Mr. Pramod Ramdas Ingle (Whole Time Director)	NIL	NIL	NA
Mrs. Vaishali Pramod Ingle (Executive Director)	NIL	NIL	NA
Mr. Rahul Gurmalani (Chief Financial Officer)	27.00 Lakhs	NIL	NA
Mrs. Vaishali Bakliwal (Company Secretary)	3.00 Lakhs	NIL	NA

- III. Percentage increase/decrease in the median remuneration of employees in the financial year 2023-24.

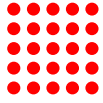
The Median remuneration of employees was Rs.9000.00 during the year 2023-24 as compared to Rs.10000.00 in the previous year. There is an decrease of 10% in the median remuneration of employees.

- IV. Number of permanent employees on the rolls of company.

The Company has 254 permanent employees on its rolls as on March 31, 2024.

- V. Average percentile increase/decrease already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Average percentile increases in the salaries of employee other than the Key managerial personnel in the Financial Year 2023-24 was NIL%.



**VI. Affirmation that the remuneration is as per the remuneration policy of the company.**

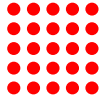
Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.

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

**Mr. Narendra Singh Bapna  
Chairman & Managing Director  
DIN: 03201953**

**Mr. Pramod Ramdas Ingle  
Whole Time Director  
DIN: 03201939**

**Place: Bhopal  
Date: 29.08.2024**



## **INDEPENDENT AUDITOR'S REPORT**

To,

**The Members of**  
**M/s ON DOOR CONCEPTS LIMITED, BHOPAL**  
Phoenix Corporate Park, First Floor,  
Opp. Vrindawan Garden, Hoshangabad Road  
Bhopal (MP) 462026.

### **Report on the Audit of the Financial Statements**

#### **Opinion**

We have audited the accompanying financial statements of **M/s. ON DOOR CONCEPTSLIMITED (CIN: L52100MP2014PLC033570)**, which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies Rules, 2014 and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit and its cash flows for the year ended as on date .

#### **Basis for Opinion**

We conducted our audit of financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report.

We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We draw attention to the fact that the Company has been converted from a private limited to a public limited company vide certificate of incorporation dated 01.05.2023. This change in the company's status



has implications on its legal and regulatory obligations, and its impact on the financial statements should be duly considered by the users of these financial statements.

#### **Information other than Financial Statements and Auditor's report thereon**

A. The Company's board of directors is responsible for the preparation of the other information required under section 134(3) of The Companies Act 2013. The other information comprises of the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

B. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

#### **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements.**

The Board of Directors of the Company is responsible for the matters specified in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, and cash flows of the Company in accordance with accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the company's financial reporting process.



## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also: -

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating



the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicated with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

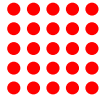
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, CARO is applicable to the company, therefore, we give a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable in **Annexure A**.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The reports on the accounts of the branch offices of the Company audited under Section 143(8) is not applicable as the company has no branches.
  - d) The Balance Sheet, the Statement of Profit and Loss and Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - f) In our opinion and based on our observation, there is no qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith.
  - g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.
  - h) On the basis of written representations received from the directors as on 31st March, 2024 taken on record by the directors, none of the Directors is disqualified from being appointed as a director in terms of Section 164 (2) of the Act.



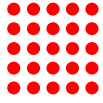
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. There are no pending litigations affecting on the financial position of the company in its financial statements, other than disclosed in notes on accounts.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. **(a)** The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
**(b)** The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and  
  
**(c)** Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
  - v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
  - vi. The company has not utilized an accounting software with an audit trail (edit log) feature as required under the statutory provisions. Consequently, we were unable to verify whether such a system was operated throughout the year for all transactions, whether the audit trail feature was untampered, and whether the audit trail has been preserved in compliance with the



statutory requirements for record retention. Therefore, we disclaim any opinion on the adequacy and operation of the audit trail feature in the company's accounting software.

**For BCP JAIN & CO**  
Chartered Accountants  
(FRN. 000802C)

**CA AMIT JAIN**  
Partner  
M. No. 077986  
UDIN: 24077986BKBGZG7450  
PLACE: BHOPAL  
DATE: 20/05/2024



**M/s ON DOOR CONCEPTS LIMITED BHOPAL**  
**CIN: L52100MP2014PTC033570**  
**Annexure A to the Auditor's Report**

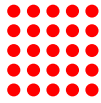
[Referred to in paragraph 1 under 'Report on the Financial Statements' of our Report of even date to the members of M/S ON DOOR CONCEPTS LIMITED on the accounts of the company for the year ended 31<sup>st</sup> March, 2024]

On the basis of such checks as we considered appropriate and according to the information and Explanations given to us during the course of our audit, we report that:

SR.NO.	PARTICULARS	REMARKS
(i)	(a) (A) Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;	Yes, The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
	(B) Whether the company is maintaining proper records showing full particulars of intangible assets;	According to the information and explanations given to us by the management, the company has maintained all proper records of intangible assets of the company.
	(b) Whether these Property, Plant and Equipment have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	As explained to us, fixed assets have been physically verified by the management at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification and the same have been properly dealt with in the books of account.
	(c) Whether the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company;	According to the information and explanations given to us by the management, the company does not own any immovable property.
		NA



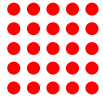
	<b>(d)</b> Whether the company has revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year and, if so, whether the revaluation is based on the valuation by a Registered Valuer; specify the amount of change, if change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment or intangible assets;	
	<b>(e)</b> Whether any proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, if so, whether the company has appropriately disclosed the details in its financial statements;	NA
<b>(ii)</b>	<b>(a)</b> Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether, in the opinion of the auditor, the coverage and procedure of such verification by the management is appropriate; whether any discrepancies of 10% or more in the aggregate for each class of inventory were noticed and if so, whether they have been properly dealt with in the books of account;	As explained to us, Inventory have been physically verified by the management at reasonable intervals. To the best of our knowledge and information provided to us by the management, there is no discrepancies noticed.
	<b>(b)</b> Whether during any point of time of the year, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets; whether the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company;	To the best of our knowledge and information provided to us by the management, company has not been sanctioned any working capital limits from banks or financial institution at any point of time during the year.
<b>(iii)</b>	Whether during the year the company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties;	According to the information and explanations given to us, the Company has not granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the Financial Year 2023-24; and therefore clause (iii) of the Order is not applicable.



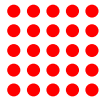
<p><b>(a)</b> Whether during the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity [not applicable to companies whose principal business is to give loans], if so, indicate-</p> <p><b>(A)</b> the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates;</p> <p><b>(B)</b> the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates;</p>	<p>According to the information and explanations given to us, the Company has not granted any loans, or stood guarantee, or provided security to any entity during the Financial Year 2023-24, and therefore clause (iii) of the Order is not applicable.</p>
<p><b>(b)</b> whether the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;</p>	<p>N.A.</p>
<p><b>(c)</b> in respect of loans and advances in the nature of loans, whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular;</p>	<p>N.A.</p>
<p><b>(d)</b> if the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest;</p>	<p>N.A.</p>
<p><b>(e)</b> whether any loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties, if so, specify the aggregate amount of such dues renewed or extended or settled by fresh loans and the percentage of the aggregate to the total loans or advances in the nature of loans granted during the year [not applicable to companies whose principal business is to give loans];</p>	<p>N.A.</p>



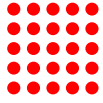
	<p>(f) whether the company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, if so, specify the aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013;</p>	N.A.
(iv)	<p>In respect of loans, investments, guarantees, and security, whether provisions of sections 185 and 186 of the Companies Act have been complied with, if not, provide the details thereof;</p>	<p>The Company has not given any Loans, corporate Guarantees or Securities or made any Investments covered under Section 185 and 186 of the Companies Act, 2013.</p>
(v)	<p>In respect of deposits accepted by the company or amounts which are deemed to be deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules made thereunder, where applicable, have been complied with, if not, the nature of such contraventions be stated; if an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not;</p>	<p>The company has not received any public deposits during the year and therefore, clause (v) of the Order is not applicable.</p>
(vi)	<p>Whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act and whether such accounts and records have been so made and maintained;</p>	<p>As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.</p>
(vii)	<p>(a) Whether the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated;</p>	<p>According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-tax, sales tax, GST, VAT, cess and other material statutory dues in arrears and no such dues were outstanding as at 31 March, 2024 for a period of more than six months from the date they became payable.</p>



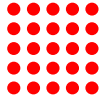
		However, we report that the company till date of our audit report has not paid ESIC of Rs. 1,34,603.25 and EPF of Rs. 1,98,739.00.
	<b>(b)</b> Where statutory dues referred to in sub clause (a) have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned (a mere representation to the concerned Department shall not be treated as a dispute);	As informed to us, there are no such cases except: <ul style="list-style-type: none"><li>• VAT demand of Rs. 149.85 Lakhs of FY 2016-17, pending before the Appellate authority.</li><li>• Notice issued by the DCIT (TDS), Bhopal for delay in deposit of TDS for the financial year 2021-22.</li><li>• Liability on account of provisions not made in respect of interest under Section 23 of The Micro, Small and Medium Enterprises Development Act, 2006</li><li>• TDS Demand amounting to Rs. 64,31,030/- as per TRACES portal, pending for rectifications.</li></ul>
<b>(viii)</b>	Whether any transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), if so, whether the previously unrecorded income has been properly recorded in the books of account during the year;	NIL
<b>(ix)</b>	<b>(a)</b> Whether the company has defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender,	In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions, banks and debenture holders.



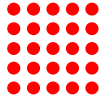
	<p><b>(b)</b> Whether the company is a declared willful defaulter by any bank or financial institution or other lender;</p>	<p>In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions, banks and debenture holders.</p>
	<p><b>(c)</b> Whether term loans were applied for the purpose for which the loans were obtained; if not, the amount of loan so diverted and the purpose for which it is used may be reported;</p>	<p>The company has not taken any term loan during the year.</p>
	<p><b>(d)</b> Whether funds raised on short term basis have been utilised for long term purposes, if yes, the nature and amount to be indicated;</p>	<p>Nil</p>
	<p><b>(e)</b> Whether the company has taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, if so, details thereof with nature of such transactions and the amount in each case;</p>	<p>Nil</p>
	<p><b>(f)</b> Whether the company has raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, if so, give details thereof and also report if the company has defaulted in repayment of such loans raised;</p>	<p>Nil</p>
<p><b>(x)</b></p>	<p><b>(a)</b> Whether moneys raised by way of initial public offer or further public offer (including debt instruments) during the year were applied for the purposes for which those are raised, if not, the details together with delays or default and subsequent rectification, if any, as may be applicable, be reported;</p>	<p>During the year the company has raised funds through an initial public offer (IPO).</p> <p>No, default on this account was observed during the course of audit.</p>



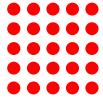
	<p><b>(b)</b> Whether the company has made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and if so, whether the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised, if not, provide details in respect of amount involved and nature of noncompliance;</p>	<p>Based on the certificate from The Company Secretary, we report that the Company has made Preferential Allotment or Private Placement of Shares during the Financial Year 2023-24 in accordance with the requirements of Section 42 and Section 62 of The Companies Act, 2013.</p>
<b>(xi)</b>	<p><b>(a)</b> Whether any fraud by the company or any fraud on the company has been noticed or reported during the year, if yes, the nature and the amount involved is to be indicated;</p>	<p>To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company and no material fraud on the Company has been noticed or reported during the year.</p>
	<p><b>(b)</b> Whether any report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;</p>	<p>Nil</p>
	<p><b>(c)</b> whether the auditor has considered whistleblower complaints, if any, received during the year by the company;</p>	<p>Nil</p>
<b>(xii)</b>	<p><b>(a)</b> Whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1:20 to meet out the liability;</p>	<p>The Company is not incorporated as a Nidhi Company and hence, this clause is not applicable.</p>
	<p><b>(b)</b> Whether the Nidhi Company is maintaining ten per cent. unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability;</p>	<p>N.A.</p>



	(c) Whether there has been any default in payment of interest on deposits or repayment thereof for any period and if so, the details thereof;	N.A.
(xiii)	Whether all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards;	Yes, all transactions with Related Parties covered under sections 177 and 188 of The Companies Act, 2013 are in compliance with the said sections and have been disclosed in the Financial Statements as required by the applicable Accounting Standards.
(xiv)	(a) Whether the company has an internal audit system commensurate with the size and nature of its business;	Yes
	(b) Whether the reports of the Internal Auditors for the period under audit were considered by the statutory auditor;	The internal audit report has been considered.
(xv)	Whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act have been complied with;	As per the information and explanation given to us, the Company has not entered into any Non cash Transactions with Directors or persons connected with him and therefore, clause (xv) of this order is not applicable.
(xvi)	(a) Whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and if so, whether the registration has been obtained;	No, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

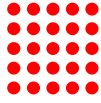


	<p>(b) Whether the company has conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;</p>	<p>The company hasn't performed or conducted any Non-Banking Financial or Housing Finance activities during the year.</p>
	<p>(c) whether the company is a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, if so, whether it continues to fulfil the criteria of a CIC, and in case the company is an exempted or unregistered CIC, whether it continues to fulfil such criteria;</p>	<p>No, the company doesn't come within the definition of a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.</p>
(xvii)	<p>(d) whether the Group has more than one CIC as part of the Group, if yes, indicate the number of CICs which are part of the Group;</p> <p>Whether the company has incurred cash losses in the financial year and in the immediately preceding financial year, if so, state the amount of cash losses;</p>	<p>The company is not a CIC and hence, clause (xvi) (d) is not applicable.</p> <p>The company has not incurred cash loss in the financial year and in the immediately preceding financial year.</p>
(xviii)	<p>Whether there has been any resignation of the statutory auditors during the year, if so, whether the auditor has taken into consideration the issues, objections or concerns raised by the outgoing auditors;</p>	<p>No statutory auditor has been reportedly resigned during the year.</p>
(xix)	<p>On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, whether the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;</p>	<p>According to the information and explanations given to us by the management and based on our examination of the records of the Company and financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report.</p> <p>From the accounts as existing on the date it appears that the company is capable of meeting its liabilities existing at the date of balance sheet as and when fall due within a period of</p>



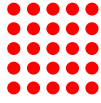
		one year from the date of balance sheet.
(xx)	(a) Whether, in respect of other than ongoing projects, the company has transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act;	N.A.
	(b) Whether Any Amount Remaining Unspent Under Subsection (5) Of Section 135 Of the Companies Act, Pursuant to Any Ongoing Project, Has Been Transferred to Special Account in Compliance with The Provision of Subsection (6) Of Section 135 Of the Said Act;	N.A.
(xxi)	Whether there have been any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements, if yes, indicate the details of the companies and the paragraph numbers of the CARO report containing the qualifications or adverse remarks.	N.A.

The clause regarding no qualifications or adverse remarks given by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports is not applicable.



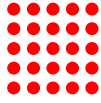
## STANDALONE BALANCE SHEET

<b>ONDOOR CONCEPTS LIMITED, BHOPAL</b>		CIN :- L52100MP2014PLC033570		
REGISTERED OFFICE: First Floor, Phoenix Corporate Park, Hoshangabad Road, Opposite Vrindavan Garden, Bhopal, Madhya Pradesh				
STANDALONE BALANCE SHEET AS AT 31st March 2024				
(Rs. In Lacs )				
	Particulars	Note No.	As at 31st March 2024	As at 31st March, 2023
<b>I.</b>	<b>ASSETS</b>			
	<b>(1) Non - current assets</b>			
	(a) Property, Plant and Equipment	2	2,128.48	2,208.06
	(b) Intangible assets	3	2,552.78	2,552.78
	(c) Capital Work In Progress		-	-
	(d) Financial assets			
	(i) Investments		-	-
	(ii) Others	4	190.26	161.91
	(e) Deferred tax assets (net)	5	180.66	103.87
	(f) Other non - current assets	6	32.40	13.34
	<b>(2) Current assets</b>			
	(a) Inventories	7	3,381.25	2,459.82
	(b) Financial assets			
	(i) Investments			
	(ii) Trade receivables	8	1,613.81	1,110.99
	(iii) Cash and cash equivalents	9	656.19	53.69
	(iv) Bank balances other than cash and cash equivalents	10	-	-
	(v) Others	11	1.95	1.64
	(c) Other current assets	12	684.64	343.35
	<b>Total Assets</b>		<b>11,422.42</b>	<b>9,009.45</b>
<b>II.</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>(1) Equity</b>			
	(a) Equity Share capital	13	564.86	386.46
	(b) Other equity	14	8,638.90	4,734.31
	<b>Liabilities</b>			
	<b>(2) Non - current liabilities</b>			
	(a) Financial liabilities			
	(i) Long Term Borrowings			
	(ii) Lease Liabilities			
	(iii) Other Financial Liabilities			
	(b) Deferred Tax Liability (net)		-	-
	<b>(3) Current liabilities</b>			
	(a) Financial liabilities			
	(i) Short Term Borrowings	15	87.70	117.50
	(ii) Trade payables	16	1,238.42	2,654.69
	a) Total outstanding dues of micro enterprises and small enterprises			
	b) Total outstanding dues of creditors others than micro enterprises and small enterprises			
	(iii) Other financial liabilities	17	179.31	199.32
	(b) Other current liabilities and Provisions	18	713.23	917.17
	<b>Total Equity and Liabilities</b>		<b>11,422.42</b>	<b>9,009.45</b>
	Significant accounting policies and estimates	1		
	The accompanying notes 1 to 39 are an integral part of the financial statement.			
<b>As per our report of even date attached.</b>				
<b>For B.C.P JAIN &amp; CO.</b>		<b>For and on behalf of the Board of Directors</b>		
Chartered Accountants				
Firm's Registration Number - 000802C				
<b>(CA AMIT JAIN)</b>		<b>NARENDRA SINGH BAPNA</b>	<b>Pramod Ramdas Ingle</b>	
Membership No. 077986		Managing Director	Whole time Director	
Partner		(DIN 03201953)	(DIN 03201939)	
Place: BHOPAL		<b>Rahul Gurmalani</b>	<b>Vaishali Bakliwal</b>	
Dated: 20.05.2024		CFO	CS	



## STANDALONE PROFIT AND LOSS ACCOUNT

<b>ONDOOR CONCEPTS LIMITED, BHOPAL</b>		REGISTERED OFFICE: First Floor, Phoenix Corporate Park, Hoshangabad Road, Opposite Vrindavan Garden, Bhopal, Madhya Pradesh 462026		
STANDALONE PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 31st March, 2024		(Rs. In Lacs)		
	Particulars	Note No.	For 31st March 2024	For 31st March, 2023
I.	Revenue from operations	20	23,351.54	18,014.52
II.	Other income	21	0.40	0.50
<b>III.</b>	<b>Total Income ( I+II)</b>		<b>23,351.94</b>	<b>18,015.02</b>
<b>IV.</b>	<b>Expenses:</b>			
	Cost of materials consumed		-	-
	Purchase of Traded Goods	22	21,531.50	15,186.83
	Changes in inventories of finished goods, by-products and work in progress	23	-921.43	545.00
	Employee benefits expense	24	376.78	626.15
	Finance costs	25	8.76	66.14
	Depreciation and amortization expense		406.02	335.63
	Other expenses	26	1,415.77	1,253.89
	<b>Total expenses (IV)</b>		<b>22,817.40</b>	<b>18,013.64</b>
<b>V.</b>	<b>Profit before tax , extraordinary and exceptional Item ( III-IV)</b>		<b>534.53</b>	<b>1.38</b>
<b>VI.</b>	Exceptional Item - (Prior Period Item)		<b>5.53</b>	<b>(1,300.00)</b>
<b>VII.</b>	Extraordinary Item			<b>20.26</b>
<b>VIII.</b>	<b>Profit before tax and after extraordinary and exceptional Item( V-VI-VII)</b>		<b>529.00</b>	<b>1,281.12</b>
<b>IX.</b>	<b>Tax expense :</b>			
	Current tax		-	-
	Deferred tax		-76.79	4.79
	Income tax relating to earlier years		-	5.14
			<b>(76.79)</b>	<b>0.35</b>
<b>X.</b>	<b>Profit for the year</b>		<b>605.79</b>	<b>1,280.77</b>
<b>XI.</b>	<b>Other comprehensive income</b>			
	(i) Items that will not be reclassified to profit or loss			
	Remeasurement of the net defined benefit liability/asset		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	<b>Total other comprehensive income, net of tax</b>		<b>605.79</b>	<b>1,280.77</b>
<b>XII.</b>	<b>Total comprehensive income for the year</b>			
<b>XIII.</b>	<b>Earnings per equity share (Nominal value per share Rs. 10/-)</b>			
	- Basic (Rs.)		<b>10.72</b>	<b>33.14</b>
	- Diluted (Rs.)		-	<b>33.14</b>
	<b>Number of shares used in computing earning per share</b>			
	- Basic (Nos.)		<b>56,48,612.00</b>	<b>38,64,612.00</b>
	- Diluted (Nos.)		<b>56,48,612.00</b>	<b>38,64,612.00</b>
	Significant accounting policies and estimates	1		
	The accompanying notes 1 to 27 are an integral part of the financial			
<b>As per our report of even date attached.</b>				
<b>For B.C.P JAIN &amp; CO.</b> Chartered Accountants Firm's Registration Number - 000802C		<b>For and on behalf of the Board of Directors</b>		
<b>(CA AMIT JAIN)</b> Membership No. 077986 Partner		<b>NARENDRA SINGH BAPNA</b> Managing Director (DIN 03201953)	<b>Pramod Ramdas Ingle</b> Whole time Director (DIN 03201939)	
<b>Place: BHOPAL</b> <b>Dated: 20.05.2024</b>		<b>Rahul Gurmalani</b> CFO	<b>Vaishali Bakliwal</b> CS	



## STANDALONE CASH FLOW STATEMENT

**M/s ONDOOR CONCEPTS LIMITED, BHOPAL**

Statement of Cash Flow for the Period ended 31.03.2024

Rs. In Lacs

	Particulars	As at March 31,2024	As at March 31, 2023
<b>I</b>	<b>Cash Flow from Operating Activities</b>		
	Closing Balance of Profit & Loss A/c	(8,720.12)	(9,325.91)
	Less: Opening Balance of Profit & Loss A/c	(9,325.91)	(10,606.67)
	<b>Profit/Loss during the year</b>	<b>605.79</b>	<b>1,280.76</b>
	Add: Extra Ordinary Items	-	-
	Less: Deferred Tax Income	(76.79)	(4.79)
	<b>Profit/Loss during the year before Tax and Extra Ordinary Items</b>	<b>529.00</b>	<b>1,275.97</b>
	<u>Adjusted for :</u>		
	Depreciation	406.02	335.63
	Finance Cost	8.76	66.14
	Profit and Loss on Sale of Fixed Assets	-	-
	<b>Net Increase in Cash before Working Capital Changes</b>	<b>943.78</b>	<b>1,677.74</b>
	<u>Adjusted for :</u>		
	Other Current Liabilities	(203.94)	(252.26)
	Inventories	(921.43)	545.00
	Short-Term Loans and advances	3.59	56.72
	Other current assets	(345.21)	120.05
	Trade Payables-Current	(1,416.27)	830.71
	Trade Receivables-Current	(502.85)	(907.56)
	Short-Term Borrowings and other financial liabilities	(49.81)	67.88
	<b>Cash Flow Before Changes in Extraordinary Items</b>	<b>(2,492.12)</b>	<b>2,138.28</b>
	Less: Extraordinary Items	-	-
	<b>Cash Flow After Changes in Extraordinary Items</b>	<b>(2,492.12)</b>	<b>2,138.28</b>
	Less: Income Tax Paid	-	-
	<b>Net Increase/(Decrease) in Cash from Operating Activities</b>	<b>(2,492.12)</b>	<b>2,138.28</b>
<b>II</b>	<b>Cash Flow from Investing Activities</b>		
	Purchase of Fixed Assets	(326.44)	(1,488.61)
	Chnages in Financial Assets	(28.35)	-
	Chnages in Non current assets	(19.06)	128.38
	<b>Net Increase/(Decrease) in Cash from Investing Activities</b>	<b>(373.85)</b>	<b>(1,360.23)</b>
<b>III</b>	<b>Cash Flow from Financing Activities</b>		
	Acceptance of Long Term Borrowings	-	(11,140.00)
	Proceeds from issue of Shares	3,856.20	10,440.00
	Issue Expenses	(378.97)	-
	Interest on Borrowings	(8.76)	(66.14)
	<b>Net Increase/(Decrease) in Cash from Financing Activities</b>	<b>3,468.47</b>	<b>(766.14)</b>
	<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (I+II+III)</b>	<b>602.50</b>	<b>11.93</b>
	Add: Opening Balance of Cash & Cash Equivalents	53.69	41.76
	<b>Closing Balance Cash &amp; Cash Equivalents</b>	<b>656.19</b>	<b>53.69</b>



## NOTE -1

### M/S ON DOOR CONCEPTS LIMITED, BHOPAL

## **NOTES FORMING PART OF FINANCIAL STATEMENTS**

Notes forming part of financial statements for the year ended 31st March 2024

### **COMPANY OVERVIEW**

The company is listed company domiciled in India and is engaged in the business of retailing household and consumer products through e-commerce platform and departmental stores.

### **BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles (GAAP) in India. The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies, in all material respects, have been consistently applied by the Company and are consistent with those used in the previous year.

### **SIGNIFICANT ACCOUNTING POLICIES**

#### **1. METHOD OF ACCOUNTING**

The company adopts the accrual method and historical cost concept in the preparation of the accounts in accordance with generally accepted accounting principles.

#### **2. INCOME/ EXPENDITURE RECOGNITION**

##### **(a) INCOME -**

Income is recognized on Accrual basis to depict the actual transfer of promised goods or services to customers in an amount that reflects the consideration to which entity expects to be entitled in exchange of those goods or services.

##### **(b) EXPENDITURE -**

All the expenses are accounted for an accrual basis.

#### **3. PROPERTY, PLANT AND EQUIPMENT**

Property, Plant and Equipments are stated at cost (including expenses related to acquisition and installation) less depreciation. Impairment loss is provided to the extent of the carrying amount exceeds their recoverable amount. An impairment loss is charged to the Profit & Loss Account in the year in which an asset is identified as impaired. However, during the year no impairment loss recognized.

The Company depreciates property, plant and equipment over their estimated useful lives. The estimated useful lives of assets were based on technical evaluation, the management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence, the useful lives for these assets may be different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.



The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### **4. INTANGIBLE ASSETS**

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain. The expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end. However, during the year no amortization of intangible asset is booked, since as per the management the same is having indefinite life.

#### **5. DEPRECIATION**

The company systematically allocated depreciation on a depreciable asset over its useful life. The depreciable amount of an asset is the cost of an asset or other amount substituted for cost, less its residual value. The useful life of an asset is the period over which an asset is expected to be available for use by an entity, or the number of production or similar units expected to be obtained from the asset by the entity. The Company has adopted useful life of assets as prescribed under Schedule II to the Companies Act, 2013. Depreciation on additions /deductions to fixed assets is being provided on pro-rata basis from/to the month of acquisition /disposal.

#### **6. IMPAIRMENT LOSS**

Impairment loss is provided to the extent the carrying amount of assets exceeds their recoverable amounts. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life.

Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. During the year there is no impairment loss of any asset in the company. However, during the year no impairment loss recognized.

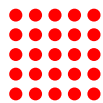
#### **7. INVESTMENTS**

Current investments are at lower of cost and quoted/fair value, computed category wise. Long Term investments are stated at cost. Provision for diminution in the value of long-term investment is to be made only if such a decline is other than temporary.

However, there are no Investments in the company during the financial year.

#### **8. INVENTORIES**

Items of inventories are measured at lower of cost or net realizable value. Cost of inventories comprises of cost of conversion and other costs incurred in bringing them to their respective present location and condition.



## 9. TRADE RECEIVABLES & TRADE PAYABLES

Trade receivables & Trade Payables are stated at book Values. The company has not prepared a classification ageing schedule of trade payable or categorized it into MSME and Non-MSME. Similarly, they have not conducted a classification ageing schedule for trade receivables or determined their classification as good, doubtful, or credit impaired.

## 10. RETIREMENT BENEFITS

The company records the liability of Provident Fund and ESI as per the accrual basis.

- a) Provision for gratuity has been made based on the basis of report of Actuarial valuer obtained by the company.

## 11. TAXATION

No provision for current taxes per applicable provisions of the Income Tax Act, 1961 is required to be made in view of no taxable total income during the year on account of brought forward losses.

Deferred income taxes resulting from timing difference between book and taxable profit is accounted for using the rates and laws that have been enacted or substantially enacted as at Balance Sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a future taxable income.

## 12. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. However, no provisions have been made in respect of interest under section 23 of The Micro, Small and Medium Enterprises development Act, 2006. Contingent liabilities are not recognized but are disclosed in the notes, if any. Contingent Assets are neither recognized nor disclosed in the financial statements.

## 13. PREOPERATIVE EXPENDITURE

All the expenditure administrative in nature is grouped under the head preoperative expenditure. However, there are no preoperative expenses in the company during the current year.

## 14. ACCOUNTING POLICIES

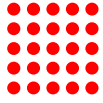
Unless specifically stated to be otherwise, accounting policies are being consistently followed.

## 15. EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

Events occurring after the date of Balance Sheet are considered up to the date of finalization of accounts, wherever material.

## 16. DIVERSION OF FUNDS BORROWED FROM BANKS AND FINANCIAL INSTITUTIONS

The company has no borrowings from banks.



#### **17. REALISABLE VALUE OF ASSETS**

The Board of Directors is of the opinion that any of the assets other than Property, Plant and Equipment, Intangible Assets and non-current investments have realizable value not less than their carrying amount in the ordinary course of business.

#### **18. IMMOVABLE PROPERTIES NOT HELD IN THE NAME OF COMPANY**

There is no immovable property not held in the name of the company.

#### **19. REVALUATION OF PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS**

Company has not revalued its assets during the current financial year.

#### **20. LOANS OR ADVANCES GRANTED TO PROMOTERS, DIRECTORS, KMPs AND RELATED PARTIES**

Company has not granted any Loans or Advances granted to Promoters, Directors, KMPs and Related Parties during the financial year.

#### **21. CLASSIFICATION, AGEING SCHEDULE AND COMPLETION SCHEDULE OF CAPITAL WORK-IN-PROGRESS AND INTANGIBLE ASSETS UNDER DEVELOPMENT**

There were no capital work-in-progress and intangible assets under development during the financial year.

#### **22. BENAMI PROPERTY**

No proceedings have been initiated or pending against the company for holding any benami property.

#### **23. RETURNS OR STATEMENTS FILED WITH BANKS OR FINANCIAL INSTITUTIONS IN AGREEMENT WITH BOOKS OF ACCOUNTS**

The company has no borrowings from banks during the financial year.

#### **24. WILFUL DEFAULTER**

The company was not declared as willful defaulter during the year.

#### **25. RELATIONSHIP WITH STRUCK OFF COMPANIES**

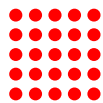
The company has no transactions with struck off companies

#### **26. PENDING FILING OF CHARGES**

There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

#### **27. COMPLIANCE WITH NUMBER OF LAYERS OF INVESTMENTS**

The Company has no layers of investments.



## 28.RATIO ANALYSIS

S.No.	Ratio Name	F.Y 2023-24	F.Y 2022-23
1	<b>CURRENT RATIO</b> (Current assets/ Current Liability)	2.87	1.02
2	<b>DEBT EQUITY RATIO</b> (Debt /Equity)	NA	NA
3	<b>DEBT SERVICE COVERAGE RATIO</b> (Earnings before interest, tax, depreciation and amortization/ Interest + Principal)	NA	NA
4	<b>RETURN ON EQUITY</b> (Net Income/Shareholder's Equity)	0.07	0.25
5	<b>INVENTORY TURNOVER RATIO</b> (Cost of goods sold/Average Inventory)	6.09	5.75
6	<b>TRADE RECEIVABLES TURNOVER RATIO</b> (Net annual credit sales/average accounts receivable)	17.00	16.21
7	<b>TRADE PAYABLES TURNOVER RATIO</b> (Net annual credit purchases/ average accounts payable)	11.07	5.72
8	<b>NET CAPITAL TURNOVER RATIO</b> (Net annual Sales/ Working Capital)	5.66	191.32
9	<b>NET PROFIT RATIO</b> (Net Profit/Total Sales)	2.59%	7.11%
10	<b>RETURN ON CAPITAL EMPLOYED</b> (Earnings before interest and tax/Capital Employed)	0.11	0.01
11	<b>RETURN ON INVESTMENT</b> (Income from Investment/ Cost of Investment)	NA	NA

## 29.COMPLIANCE WITH APPROVED SCHEME OF ARRANGEMENTS

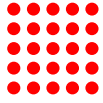
No scheme of arrangements has been approved in terms of sections 230 to 237 of the Companies Act, 2013 are entered by company.

## 30.MONEY LAUNDERING

The company has not advanced or loaned or invested funds to intermediaries for directly or indirectly lending to, or investing in, or providing guarantee or security on behalf of ultimate beneficiaries identified by the company and/or where the company has received any fund to act as intermediary for directly lending to, or investing in, or providing any guarantee or security on behalf of ultimate beneficiaries identified by the funding parties.

## 31.UNDISCLOSED INCOME

The company does not have any undisclosed income as per records and books of accounts.

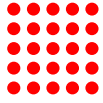


### **32.CSR**

The provisions of Section 135 of the Companies Act, 2013, pertaining to Corporate Social Responsibility (CSR) were not applicable to the Company in previous financial years. However, for the current financial year ended 31.03.2024, the Company's profit has exceeded Rs. 5crore. Consequently, the Company, now in the financial year ending as on 31.03.2025 is required to comply with the CSR provisions under the Companies Act, 2013.

### **33.CRYPTO CURRENCY**

The company has not traded or invested in Crypto currency or Virtual currency during the financial year



**ONDOOR CONCEPTS LIMITED, BHOPAL**  
Notes Forming part of Standalone Financial Statements (Contd.)

PROPERTY, PLANT AND EQUIPMENT											
Sl. No.	Particulars	GROSS BLOCK				DEPRECIATION					NET BLOCK
		As at 1 <sup>st</sup> April, 2023	Additions During the year	Adjustment / Deduction	As at 31st March 2024	Upto 1st April, 2023	During the year	Adjusted with Retained Earnings	Adjustment /Deduction During the	Upto 31st March 2024	As at31st March 2024
1	Land (Free hold)	-	-	-	-	-	-	-	-	-	-
2	Plant & Equipment	236.79	0.32	-	237.11	212.04	6.48	-	-	218.52	18.59
3	Furniture & Fixtures	1,523.15	84.00	-	1,607.15	397.23	147.21	-	-	544.44	1,062.70
4	Vehicles	44.89	-	-	44.89	36.92	3.90	-	-	40.82	4.07
5	Office Equipments	987.14	72.41	-	1,059.55	457.43	111.39	-	-	568.82	490.73
6	Computer & Printers	414.84	32.06	-	446.90	297.01	44.49	-	-	341.50	105.40
7	Crates and racks	799.94	137.65	-	937.59	398.06	92.55	-	-	490.61	446.98
	<b>Total</b>	<b>4,006.75</b>	<b>326.44</b>	<b>-</b>	<b>4,333.19</b>	<b>1,798.69</b>	<b>406.02</b>	<b>-</b>	<b>-</b>	<b>2,204.71</b>	<b>2,128.48</b>
	<i>Previous Year</i>	-	-	-	-	-	-	-	-	-	-

**M/s ONDOOR CONCEPTS LIMITED, BHOPAL**  
Notes Forming part of Standalone Financial Statements (Contd.)

Note No : 3

(Rs. in lacs)

INTANGIBLE ASSETS											
Sl. No.	Particulars	GROSS BLOCK				AMORTISATION					NET BLOCK
		As at 1 <sup>st</sup> April, 2023	Additions During the year	Adjustment / Deduction during the year	As at 31st March 2024	Upto 1st April, 2023	During the year	Adjusted with Retained Earnings during the year	Adjustment /Deduction During the year	Upto 31st March 2024	As at31st March 2024
1	Intangible Assets (Acquired)	2,552.78	-	-	2,552.78	-	-	-	-	-	2,552.78
		<b>2,552.78</b>	<b>-</b>	<b>-</b>	<b>2,552.78</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,552.78</b>
	<i>Previous Year</i>	-	-	-	-	-	-	-	-	-	-



**ONDOOR CONCEPTS LIMITED, BHOPAL**  
tes Forming part of Standalone Financial Statements (Contd.)

**Note No : 4**

<b>Other financial assets - Non current</b>		Rs. In Lacs	
(Unsecured, considered good)			
<b>Particulars</b>	<b>As at 31st March 2024</b>		<b>As at 31st March, 2023</b>
Security deposits	175.28		161.91
Other Deposits	14.99	190.26	-
		190.26	161.91

**Note No : 5**

<b>Deferred tax assets/liability (net)</b>		Rs. In Lacs	
(Unsecured, considered good)			
<b>Particulars</b>	<b>As at 31st March 2024</b>		<b>As at 31st March, 2023</b>
Tax effect of items constituting deferred tax assets/(liability)	180.66		103.87
		180.66	103.87
		180.66	103.87

**Note No : 6**

<b>Other non-current assets</b>		Rs. In Lacs	
(Unsecured, considered good)			
<b>Particulars</b>	<b>As at 31st March 2024</b>		<b>As at 31st March, 2023</b>
Capital advances	-		-
<b>Advance other than capital advance</b>			
Income Tax refundable	32.40		13.34
		32.40	13.34
		32.40	13.34

**Note No : 7**

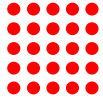
<b>Inventories</b>		Rs. In Lacs	
<b>Particulars</b>	<b>As at 31st March 2024</b>		<b>As at 31st March, 2023</b>
Raw materials	-		-
Raw materials in transit	-		-
Packing materials	-		-
Work-in-progress	-		-
Finished goods	3,381.25	3,381.25	2,459.82
		3,381.25	2,459.82

(At lower of cost and net realizable value, unless stated otherwise)

**Note No : 8**

<b>Trade receivables - Current</b>		Rs. In Lacs	
<b>Particulars</b>	<b>As at 31st March 2024</b>		<b>As at 31st March, 2023</b>
<b>Unsecured, considered good</b>			
Due from related parties	-		-
Due from others	1,613.81	1,613.81	1,110.99
		1,613.81	1,110.99

Trade receivables are stated at book Values , they have not conducted a classification ageing schedule for trade receivables or determined their classification as good, doubtful, or credit impaired.



**Note No : 9**

<b>Cash and cash equivalents</b>		Rs. In Lacs	
<b>Particulars</b>	<b>As at 31st March 2024</b>		<b>As at 31st March, 2023</b>
Balances with banks <b><i>In current accounts</i></b>	572.83		23.23
Cash on hand	83.36	656.19	30.46
		656.19	53.69

**Note No : 10**

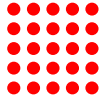
<b>Bank balances other than cash and cash equivalents</b>		Rs. In Lacs	
<b>Particulars</b>	<b>As at 31st March 2024</b>		<b>As at 31st March, 2023</b>
<b>Fixed deposits with banks</b>			
- Current portion of original maturity period more than 12 months	-		-
- Original maturity period upto 12 months	-	-	-
		-	-

**Note No : 11**

<b>Other financial assets - Current</b>		Rs. In Lacs	
<b>Particulars</b>	<b>As at 31st March 2024</b>		<b>As at 31st March, 2023</b>
<b>(Unsecured, considered good)</b>			
<b>Interest Accrued But Not Due</b>	1.95	1.95	1.64
		1.95	1.64

**Note No : 12**

<b>Other current assets</b>		Rs. In Lacs	
<b>Particulars</b>	<b>As at 31st March 2024</b>		<b>As at 31st March, 2023</b>
<b>(Unsecured, considered good)</b>			
<b>Other Loans &amp; Advances</b>			
<i>Advance to Suppliers &amp; Others</i>	583.06		338.49
<i>GST Receivables</i>	100.71		4.14
<i>Prepaid Expenses</i>	0.88		0.72
	-	684.64	-
		684.64	343.35



**ONDOOR CONCEPTS LIMITED, BHOPAL**  
Notes Forming part of Standalone Financial Statements (Contd.)

Note No : 13

Rs. In Lacs

Equity Share capital				
Particulars	As at 31st March 2024		As at 31st March, 2023	
	No. of shares	Amount	No. of shares	Amount
<b>(a) Authorised</b>				
Equity shares of par value <b>Rs 10</b> /- each	65,00,000.00	650.00	55,00,000.00	550.00
	65,00,000.00	<b>650.00</b>	55,00,000.00	<b>550.00</b>
<b>(b) Issued, subscribed and fully paid up</b>				
Equity shares of par value <b>Rs10</b> /- each at the beginning of the year	38,64,612.00	386.46	18,86,455.00	188.65
Changes during the year	17,84,000.00	178.40	19,78,157.00	197.82
<b>At the end of the year</b>	<b>56,48,612.00</b>	<b>564.86</b>	<b>38,64,612.00</b>	<b>386.46</b>

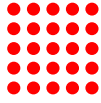
(c) The Company has only one class of equity shares having a par value of **Rs10/-** per share. Each holder of equity shares is entitled to one vote per share. The holders of Equity Shares are entitled to receive dividends as declared from time to time. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(d) Shareholders holding more than 5 % of the equity shares in the Company :

<u>Name of shareholder</u>	As at 31st March 2024		As at 31st March, 2023	
	No. of shares held	% of holding	No. of shares held	% of holding
NSB BPO Solutions Pvt Ltd	18,23,277.00	32.28%	19,39,215.00	50.18%
M/s UTPL Corporate Trustees Pvt Ltd	4,83,100.00	8.55%	12,97,300.00	33.57%
Swati Bapna	3,06,947.00	5.43%	2,46,322.00	6.37%
<b>TOTAL</b>	<b>26,13,324.00</b>	<b>46.26%</b>		<b>90.12%</b>

(e) Shares hold by the promoters at the end of the year

<u>Name of Promoters</u>	As at 31st March 2024		As at 31st March, 2023	
	No. of shares held	% of total shares	No. of shares held	% of total shares
NSBBPO Solutions Pvt Ltd	18,23,277.00	32.28%	19,39,215.00	50.18%
Narendra Singh Bapna	1,000.00	0.02%	1,000.00	0.03%
Swati Bapna	3,06,947.00	5.43%	2,46,322.00	6.37%
Pramod Ramdas Ingle	1,000.00	0.02%	1,000.00	0.03%
Vaishali Ingle	5,000.00	0.09%	5,000.00	0.13%
	<b>21,37,224.00</b>	<b>32.28%</b>	<b>19,39,215.00</b>	<b>50.18%</b>



**Notes Forming part of Standalone Financial Statements (Contd.)**

<b>Note No : 14</b>				<b>Rs. In Lacs</b>
<b>Other equity</b>				
<b>Particulars</b>	<b>As at 31st March 2024</b>		<b>As at 31st March, 2023</b>	
<b>(a) Security Premium</b>				
Balance as per last account	14,060.22		14,060.22	
Add/Less: Changes during the year	3,677.77		-	14,060.22
Add/Less: Changes during the year	(378.97)	17,359.02		
<b>(b) Retained earnings</b>				
Balance as per Last Account	(9,325.91)		(10,606.68)	
Add : Surplus as per Statement of Profit and Loss	605.79		1,280.77	
Other Comprehensive Income(net of tax)	-		-	
Amount available for appropriation	(8,720.12)		(9,325.91)	
Less : Appropriations:				
Dividend on equity shares	-		-	
Tax on dividend	-		-	
Balance at the end of the year		(8,720.12)		(9,325.91)
<b>Total other equity</b>		<b>8,638.90</b>		<b>4,734.31</b>

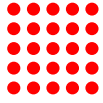
<b>Note No : 15</b>				<b>Rs. In Lacs</b>
<b>Short - term borrowings</b>				
<b>Particulars</b>	<b>As at 31st March 2024</b>		<b>As at 31st March, 2023</b>	
<u>Other Loans</u>				
<b>From Related Parties</b>	87.70	87.70	117.50	117.50
<b>TOTAL</b>		<b>87.70</b>		<b>117.50</b>

<b>Note No : 16</b>				<b>Rs. In Lacs</b>
<b>Trade Payables - Current</b>				
<b>Particulars</b>	<b>As at 31st March 2024</b>		<b>As at 31st March, 2023</b>	
<b>Total outstanding dues of micro enterprises and small enterprises</b>				
Creditors for goods	1,238.42		2,654.69	
Creditors for services	-	1,238.42	-	2,654.69
		1,238.42		2,654.69

Trade Payables are stated at book Values. The company has not prepared a classification ageing schedule of trade payable or categorized it into MSME and Non-MSME. Similarly, have not conducted a classification ageing schedule .

<b>Note No : 17</b>				<b>Rs. In Lacs</b>
<b>Other financial liabilities - Current</b>				
<b>Particulars</b>	<b>As at 31st March 2024</b>		<b>As at 31st March, 2023</b>	
<u>Other payables</u>				
Outstanding Liabilities for Expenses	179.31		199.32	
		179.31		199.32
		<b>179.31</b>		<b>199.32</b>

<b>Note No : 18</b>				<b>Rs. In Lacs</b>
<b>Other Current liabilities and Provisions</b>				
<b>Particulars</b>	<b>As at 31st March 2024</b>		<b>As at 31st March, 2023</b>	
Salary, Wages & Other Provision	713.23		917.17	
		713.23		917.17
		<b>713.23</b>		<b>917.17</b>

**ONDOOR CONCEPTS LIMITED, BHOPAL****Notes Forming part of Standalone Financial Statements (Contd.)****Note No : 20**

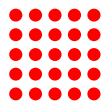
<b>Revenue From Operations</b>		<b>Rs. In Lacs</b>	
<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March, 2023</b>	
Sale Of Goods	23,351.54	18,014.52	
Sale Of Scrap	-	-	
Other Operating Revenues	-	-	
	<b>23,352</b>	<b>18,015</b>	

**Note No : 21**

<b>Other Income</b>		<b>Rs. In Lacs</b>	
<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March, 2023</b>	
<b>Interest Income</b>	-	-	
<i>Fixed Deposits With Banks</i>	-	-	
<i>Income tax Refunds</i>	-	-	
<i>Interest On Advances</i>	-	-	
<b>Dividend Income</b>	-	-	
<b>Net Gain on Sale of Investments</b>	-	-	
<b>Other Non- Operating Income</b>	-	-	
<i>Rent</i>	-	-	
<i>Profit On Sale of Property, Plant &amp; Equipment</i>	-	-	
<i>Listing Charges</i>	0.40	0.50	
	<b>0.40</b>	<b>0.50</b>	

**Note No : 22**

<b>Purchase Of Traded Goods</b>		<b>Rs. In Lacs</b>	
<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March, 2023</b>	
<i>Purchases</i>	21,531.50	15,186.83	
	<b>21,531.50</b>	<b>15,186.83</b>	



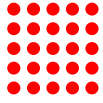
## ONDOOR CONCEPTS LIMITED, BHOPAL

### Notes Forming part of Standalone Financial Statements (Contd.)

<b>Note No : 23</b>		<b>Rs. In Lacs</b>	
<b>Changes in Inventory of Finished goods, Work in Progress &amp; Stock-in-Trade</b>			
<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March, 2023</b>	
<i>(Increase)/ Decrease in Stocks</i>	-	-	
<i>Stock at the end of the Year:</i>	-	-	
<i>Finished Goods</i>	3,381.25	2,459.82	
<b>TOTAL(A)</b>	3,381.25	2,459.82	
<b>Less : Stock at the Beginning of the year</b>	-	-	
<i>Finished Goods</i>	2,459.82	3,004.82	
<b>TOTAL(B)</b>	2,459.82	3,004.82	
<b>TOTAL (B-A)</b>	-	<b>921.43</b>	<b>545.00</b>

<b>Note No : 24</b>		<b>Rs. In Lacs</b>	
<b>Employee Benefit expenses</b>			
<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March, 2023</b>	
<i>Salaries &amp; Wages</i>	357.58	<b>615.09</b>	
<i>Staff Welfare Expenses</i>	19.20	<b>11.06</b>	
	<b>376.78</b>	<b>626.15</b>	

<b>Note No : 25</b>		<b>Rs. In Lacs</b>	
<b>Finance Costs</b>			
<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March, 2023</b>	
<i>Interest Expenses and other Borrowing cost</i>	8.76	<b>66.14</b>	
	<b>8.76</b>	<b>66.14</b>	

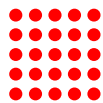


## ONDOOR CONCEPTS LIMITED, BHOPAL

### Notes Forming part of Standalone Financial Statements (Contd.)

#### Note No : 26

<b>Other Expenses</b>		<b>Rs. In Lacs</b>	
<b>Particulars</b>	<b>As at 31st March 2024</b>	<b>As at 31st March, 2023</b>	
<b>Payment to Auditors</b>			
As auditor:	-		-
~Audit Fee	1.25		<b>1.25</b>
Rent	726.10		<b>702.31</b>
Delivery Expenses	1.70		<b>8.74</b>
Repair & Maintenance Expenses	58.91		<b>53.52</b>
Marketing & Promotional Expense	290.00		<b>65.76</b>
Packing Material	0.41		<b>4.01</b>
Electricity & Fuel Expenses	56.64		<b>126.09</b>
House Keeping Expenses	1.44		<b>3.29</b>
Security Service Expenses	7.23		<b>13.38</b>
Consumables Expenses	1.54		<b>1.51</b>
Communication Expenses	7.87		<b>11.36</b>
Travelling Expenses	8.67		<b>19.84</b>
Professional/Legal Expenses	26.32		<b>10.07</b>
Printing & Stationery Expenses	1.12		<b>2.52</b>
Freight Charges	4.09		<b>37.29</b>
Rates & Taxes	12.60		<b>10.16</b>
Commission	208.99		<b>180.94</b>
Insurance Premium	0.89		<b>1.86</b>
	<b>1,415.77</b>		<b>1,253.89</b>



**NOTE-27**  
**M/S ON DOOR CONCEPTS LIMITED, BHOPAL**

Notes forming part of Financial Statements for the year ended 31<sup>st</sup> March, 2024

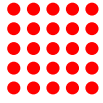
**NOTES ON ACCOUNTS –**

- 1) Figures for the previous years have been split up and regrouped wherever necessary so as to correspond to current year's figures.
- 2) Description and reconciliation of shareholders has been taken as per records, documents and statutory records made available to us, and is certified on the basis of these records.
- 3) Balance Sheet and Statement of Profit & Loss together with the notes thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true and fair view of the statement of affairs of the Company as at the end of the year as results of the Company for the year under review.
- 4) Figures are rounded-off to the Lacs.
- 5) Details of contingent liabilities are as under:
  - VAT demand of Rs. 149.85 Lacs of FY 2016-17, pending before the Appellate authority.
  - Notice issued by the DCIT (TDS), Bhopal for delay in deposit of TDS for the financial year 2021-22.
  - Liability on account of provisions not made in respect of interest under section 23 of The Micro, Small and Medium Enterprises development Act, 2006
  - TDS Demand amounting to Rs. 64,31,030/- as per TRACES portal, pending for rectifications.
- 6) A) List of related parties where control exists and related parties with whom transaction has taken place and relationships:

S.No.	Name of Related Party	Nature of Related Party Relationship
1.	NSB BPO Solutions Pvt. Ltd.	Associate Holding Company
2.	Star Enterprises	Related Party
3.	Swati Bapna	Related Party
4.	Tekzee Technologies Pvt. Ltd.	Related Party
5.	Narendra Singh Bapna	Related Party

B) Details of Loan taken/ repaid to related parties: -

S. No.	Name of Related Party	Opening Balance	Loan Taken	Loan Repaid incl. TDS etc.	Interest	Closing Balance
1.	N.S. Bapna	87,70,382.00	Nil	Nil	Nil	87,70,382.00



## 7) Earnings Per Share (EPS) (AS-20)

S. No.	Particulars	F.Y. 2023-24	F.Y. 2022-23
A.	Net Profit after tax available for equity Share Holders (Rs.)	6,05,79,243	12,80,77,093
B.	No. of Equity Shares outstanding during the year	56,48,612	38,64,612
C.	Weighted average no. of equity Shares	47,03,012	38,64,612
D.	Basic/Diluted earnings after tax (Rs.) per share	12.88	33.14
E.	Nominal value per share (Rs.)	10.00	10.00

As per our report of even date

For BCP Jain & Co.  
Chartered Accountants

CA AMIT JAIN  
Partner  
M.No.: 077986  
DATE: 20/05/2024  
UDIN: 24077986BKBGZG7450