

CERTIFIED TRUE COPY OF THE RESOLUTION (PRAXIS/BOD/CR/02/2022-23) PASSED BY THE BOARD OF DIRECTORS OF PRAXIS HOME RETAIL LIMITED ON FEBRUARY 27, 2023 BY WAY OF CIRCULATION

Board of Director Circular Resolution No. 2

Allotment of 1,00,000 Equity Shares of ₹5/- (Rupees Five) only towards the Employee Stock Options granted under Praxis Home Retail Limited Employee Stock Option Plan – 2021 (“Praxis ESOP Plan 2021”/ “Plan”)

“RESOLVED THAT pursuant to all the applicable provisions of the Companies Act, 2013 read with Rules framed thereunder, provisions of the SEBI Regulations, the Income Tax Act, 1961, the Depositories Act, 1996 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the exercise letters along with application money received from the respective eligible employees, the consent of the Board of Directors be and is hereby accorded to allot 1,00,000 (One Lakh) equity shares at a face value of ₹5/- (Rupees Five) only each fully paid up for cash at par value, in accordance with the terms of said ESOP Plan – 2021 to the employee(s) as mentioned below:

Sr. No.	Name of Employee	Designation	No. of Equity Shares Allotted	Amount Received (In ₹)
1	Mahesh Shah	Managing Director	50,000	2,50,000
2	Samir Kedia	Chief Financial Officer	50,000	2,50,000
Total			1,00,000	5,00,000

RESOLVED FURTHER THAT the equity shares so allotted as mentioned hereinbefore shall rank *pari-passu* with the then existing equity shares of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Section 46 of Companies Act, 2013 and any other applicable provisions of Companies Act, 2013 read with Rules thereunder and provisions of Regulation 39 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the shares allotted shall be credited to the respective demat accounts as mentioned in the exercise letter received by the Company from the allottees;

RESOLVED FURTHER THAT Mr. Samir Kedia, Chief Financial Officer / or Ms. Smita Chowdhury, Company Secretary or Mr. Vikash Kabra, Dy. Chief Financial Officer, being Authorised Signatory be and are hereby severally authorised to take steps for payment of applicable Stamp Duty for the said allotment and to prepare, sign and/or execute application(s), document(s) and correspondence(s) in relation to the matter and to submit such paper(s), document(s), etc. to the concerned authority(ies) and to represent the Company in such matters and also to do all such other act(s), thing(s), deed(s), as may be required or deemed necessary in this regard;

RESOLVED FURTHER THAT Mr. Mahesh Shah, Managing Director, Mr. Samir Kedia, Chief Financial Officer and Ms. Smita Chowdhury, Company Secretary of the Company be and are hereby severally authorized to record the name of the Shareholders in the Register of Members of the Company and also to file return of allotment in Form PAS-3 with the Registrar of Companies for the purpose of giving effect to this resolution for and on behalf of the Company;

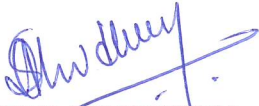


RESOLVED FURTHER THAT Mr. Mahesh Shah, Managing Director, Mr. Samir Kedia, Chief Financial Officer and Ms. Smita Chowdhury, Company Secretary and Mr. Vikash Kabra, Dy. Chief Financial Officer be and are hereby severally authorized to sign the listing application, trading application and any other document, agreement, undertaking of any kind for getting the equity shares so allotted, listed on BSE Limited and National Stock Exchange of India Limited and also for the purpose of admitting the shares for Electronic trading through the National Securities Depositories Limited and Central Depository Services (India) Limited;

RESOLVED FURTHER THAT a copy of the foregoing resolution duly certified by any one of the Directors or Company Secretary & Compliance Officer of the Company be forwarded to the concerned authorities and they be requested to act thereon.”

Certified True Copy

For **PRAXIS HOME RETAIL LIMITED,**



SMITA CHOWDHURY

Company Secretary & Compliance Officer



Place: Mumbai

Dated: February 28, 2023