

PRAXIS
HOME RETAIL LIMITED
PRAXIS HOME RETAIL LIMITED

(formerly known as Praxis Home Retail Private Limited)

Regd. Off.: iThink Techno Campus, Jolly Board Tower D, Ground Floor Kanjurmarg (East), Mumbai-400042.

Tel. No.: +91 22 7106 8031; Fax No.: +91 22 7106 8032; CIN:L52100MH2011PLC212866

Website: www.praxisretail.in; E-mail: investorrelations@praxisretail.in

NOTICE

NOTICE is hereby given that the Eighth Annual General Meeting ('AGM') of the Members of Praxis Home Retail Limited will be held at Sunville Banquet & Conference, 9 Dr. Annie Besant Road, Siddharth Nagar, Worli, Mumbai - 400018 on Saturday, the 21st day of September, 2019 at 11:00 a.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Shirang Sarda (DIN: 00576667), Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. **Approval for modification in Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018 and Grant of Share Based Employee Benefits thereof**

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

"RESOLVED THAT pursuant to the provisions of Variation of Terms of the Schemes mentioned in regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as **"SEBI SBEB Regulations"**) and Section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or

re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which has been authorised by the Board to exercise its powers for implementation and management of **Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018**, including the powers, conferred by this resolution), approval and consent of the Shareholders of the Company (**"Shareholders"**) be and is hereby accorded for modification in the terms of the special resolution numbered at 10 approving **'Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018** - (hereinafter referred to as **"Praxis SVAR Plan - 2018"**, / **"Plan"**) as passed by the Shareholders at the Seventh Annual General Meeting of the Company held on September 18, 2018, to the extent that number of Employee Stock Options (ESOPs) / Stock Appreciation Rights (SARs), that may be granted to the Employee(s), in any financial year under the **Plan** shall be less than 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company; however number of ESOPs/ SARs that may be granted to any specific Employee(s) of the Company in aggregate under the **Plan** may exceed 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company over the tenure of the **Plan**;

RESOLVED FURTHER THAT it is hereby noted that the amendments to the said resolution and accordingly to the **Plan** are not prejudicial to the interests of the Option holders;

RESOLVED FURTHER THAT the Board, be and is hereby also authorised at any time to modify, change, vary, alter, amend, suspend or terminate the **Praxis SVAR Plan - 2018** subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the **Praxis SVAR Plan - 2018** and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT the Board, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter and in relation to the implementation and formulation of the **Plan** to the end without requiring the Board to secure any further consent or approval of the Shareholders;

RESOLVED FURTHER THAT the Board, be and is hereby also authorised to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution;

RESOLVED FURTHER THAT, this amendment is towards only a partial modification of the erstwhile resolution approved by the Shareholders at the Seventh Annual General Meeting of the Company held on

September 18, 2018 without affecting the key terms of "**Praxis SVAR Plan - 2018**" as approved by the Shareholders of the Company."

4. Approval for modification in Grant of Employee Stock Options / Share Value Appreciation Rights to the Employees of the Subsidiary Company(ies), if any, of the Company under Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018

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

"RESOLVED THAT pursuant to the provisions of Variation of Terms of the Schemes mentioned in regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as "**SEBI SBEB Regulations**") and Section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which has been authorised by the Board to exercise its powers for implementation and management of **Praxis Home Retail Limited Share Value Appreciation Rights, Plan 2018** including the powers, conferred by this resolution), approval and consent of the Shareholders of the Company ("**the Shareholders**") be and is hereby accorded for modification in the terms of special resolution numbered at 11 approving '**Praxis Home Retail Limited Share Value Appreciation Rights, Plan 2018**' hereinafter

referred to as **"Praxis SVAR Plan - 2018" / "Plan"**, as passed by the Shareholders at the Seventh Annual General Meeting of the Company held on September 18, 2018, to the extent that the number of Employee Stock Options (ESOPs) / Stock Appreciation Rights (SARs) that may be granted to the Employee(s), of the subsidiary company(ies) in any financial year under the **Plan** shall be less than 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company; however number of ESOPs/ SARs that may be granted to any specific Employee(s) of the subsidiary company(ies) in aggregate under the **Plan** may exceed 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company over the tenure of the **Plan**;

RESOLVED FURTHER THAT it is hereby noted that the amendments to the said resolution and accordingly to the **Plan** are not prejudicial to the interests of the Option holders;

RESOLVED FURTHER THAT the Board, be and is hereby also authorised at any time to modify, change, vary, alter, amend, suspend or terminate the **Praxis SVAR Plan - 2018** subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the **Praxis SVAR Plan - 2018** and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT the Board, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that

may arise with respect to the above matter and in relation to the implementation and formulation of the **Plan** to the end without requiring the Board to secure any further consent or approval of the Shareholders of the Company;

RESOLVED FURTHER THAT the Board, be and is hereby also authorised to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution;

RESOLVED FURTHER THAT, this amendment is towards only a partial modification of the erstwhile resolution approved by the Shareholders at the Seventh Annual General Meeting of the Company held on September 18, 2018, without affecting the key terms of **"Praxis SVAR Plan - 2018"** as approved by the Shareholders of the Company".

5. Approval for entering into Related Party Transaction(s) for the financial year 2019-20

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

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Listing Agreement(s) executed with the Stock Exchanges (as amended from time to time), consent of the Shareholders of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include Audit Committee of the Board or any Director or Official of the Company), to enter into following related party transaction(s) with related party(ies) and to the extent of maximum amounts for the financial year 2019-20 as stated against respective nature of transaction mentioned herein below:

Name of the Related Party	Nature of Relationship	Name of Director or Key Managerial Personnel who is related, if any	Nature of Transactions as per Section 188 of the Companies Act, 2013	Monetary value (₹ in Lakhs)	Nature, Material Terms, and particulars of the contract or arrangement	Any other information relevant or important for the Members to take decision on the Proposed resolution
Future Lifestyle Fashions Limited	Enterprise which have significant influence	No Director / Key Managerial Personnel related to the transaction with the Related Party.	Occupancy cost and other store expenses	12,500.00	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis	The transaction has been reviewed and approved by the Audit Committee / Board and is in ordinary course of business and arms' length pricing has been established.
Future Enterprises Limited	Enterprise which have significant influence	No Director / Key Managerial Personnel related to the transaction with the Related Party.	Payment for rent of Assets / Lease Rental	5,000.00	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis	The renting / leasing transactions and other transactions has been reviewed and approved by the Audit Committee / Board and is in ordinary course of business and arms' length pricing has been established.
			Deposit for use of Assets / Lease Deposits	12,000.00		
			Sale of Goods and Services	4,000.00		
Future Retail Limited	Enterprise which have significant influence	Ms. Sridevi Badiga is the common Director, however neither she nor any other Director / Key Managerial Personnel is related to the transaction with the Related Party.	Purchase of Goods & Services (including Rent, CAM and others)	30,000.00	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis	The transaction has been reviewed and approved by the Audit Committee / Board and is in ordinary course of business and arms' length pricing has been established.
			Sale of Goods and Services (including Rent, CAM and others)	10,000.00		

Name of the Related Party	Nature of Relationship	Name of Director or Key Managerial Personnel who is related, if any	Nature of Transactions as per Section 188 of the Companies Act, 2013	Monetary value (₹ in Lakhs)	Nature, Material Terms, and particulars of the contract or arrangement	Any other information relevant or important for the Members to take decision on the Proposed resolution
Future Supply Chain Solutions Limited	Enterprise which have significant influence	No Director / Key Managerial Personnel related to the transaction with the Related Party.	Availing of transportation, CIF and warehousing services.	21,000.00	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis	The transaction has been reviewed and approved by the Audit Committee / Board and is in ordinary course of business and arms' length pricing has been established.
Future Coupons Limited	Group Company	No Director / Key Managerial Personnel related to the transaction with the Related Party.	Sale of Gift Vouchers, other goods & services	35,000.00	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis	The transaction has been reviewed and approved by the Audit Committee / Board and is in ordinary course of business and arms' length pricing has been established.
			Commission on sale	700.00		

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the Shareholders of the Company, including without limitation, negotiation, finalizing and executing necessary agreements, undertakings, memorandum, deeds, documents and such other papers or writings as may be deemed necessary or expedient in its own discretion and in the best interest

of the Company and to delegate all or any of its powers herein conferred to the Committee of Directors and / or any Director(s) / Officer(s) of the Company, to give effect to this resolution."

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in aggregate not more than 10% (Ten percent) of the total share capital of the Company. Proxies submitted on behalf of corporate Members must be supported by an appropriate resolution/authority, as applicable.

2. A Member holding more than 10% (Ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder(s).
3. Proxy in the prescribed Form No. MGT – 11 as enclosed herewith, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 (Forty Eight) hours before the commencement of the Eighth Annual General Meeting (“AGM”).
4. Pursuant to Section 113 of the Companies Act, 2013 (the “Act”) and rules framed thereunder, the corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution or Power of Attorney, if any, authorising their representative(s) to attend and vote, on their behalf, at the AGM.
5. The Statement pursuant to Section 102 of the Act, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, along with other Statutory Registers as required under the provisions of Act, will be available for inspection by the Members at the AGM.
7. Members can avail themselves of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail themselves of this facility may send their nominations in the prescribed Form No. SH-13 duly filled in to the Company’s Registrar & Transfer

Agents (**R & T Agents**). Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

8. The Securities and Exchange Board of India (“SEBI”) has made it mandatory for all companies to use the bank account details furnished by the Depositories for any payment (including dividend) through Electronic Clearing Service (“ECS”) to investors. In the absence of ECS facility, companies shall mandatorily print the bank account details of the investors on such payment instruments. Members are encouraged to avail ECS facility and requested to update bank account details in the prescribed form to their respective Depository Participant(s) and/or the Company’s R & T Agents.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code etc., to their respective Depository Participant(s) in case the shares are held in electronic form and to the Company’s R&T Agents in case the shares are held in physical form.
10. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of the above, Members are advised to dematerialise shares held by them in physical form.
11. Electronic copy of the Annual Report for financial year 2018-19 and the Notice of the AGM of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for hard copies of the same. For Members who have not registered their

e-mail address, physical copies of the aforesaid documents are being sent in the permitted mode.

12. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic form.
13. Members may also note that the Notice of this AGM and the Annual Report for financial year 2018-19, will also be available on the Company's website www.praxisretail.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (09:00 am to 05:00 pm) on all working days (excluding Saturdays) upto and including the date of the AGM of the Company. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the Members may also send requests to the Company's investor relations e-mail id : investorrelations@praxisretail.in
14. Members are requested to send their queries with regard to the Accounts at least 7 (Seven) days in advance at the Registered Office of the Company.
15. Members/Proxies are requested to bring the Attendance Slips duly filled in and copy of the Annual Report to the AGM.
16. Voting through electronic means
 - I In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India (**ICSI**) as amended from time to time, the

Company is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the businesses may be transacted through e-voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("**remote e-voting**") will be provided by National Securities Depository Limited ("**NSDL**").

- II The facility for voting through Polling Paper shall be made available at the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.
- III The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV The remote e-voting period commences on September 18, 2019 (9:00 am IST) and ends on September 20, 2019 (5:00 pm IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of September 16, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- V **The details of the process and manner for remote e-voting is explained herein below:** The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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***.

5. Your password details 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, your 'initial password' is communicated to you on your postal address.
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.

- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to ngvg@rediffmail.com with a copy marked to evoting@nsdl.co.in.
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 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 or call on toll free no.: 1800-222-990 or contact at National Securities Depository Limited, Trade World, 'A' Wing, Fourth Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, or at the designated e-mail id: evoting@nsdl.co.in or at telephone no. +91 22 2499 4545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the e-mail id: investorrelations@praxisretail.in.
- VI If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VII You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- VIII The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut-off date of September 16, 2019.
- IX Any person, who acquires Equity Shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the Cut-off date i.e. September 16, 2019, may obtain the User-ID and Password by sending a request at evoting@nsdl.co.in or to Issuer/ R & T Agents. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free no.: 1800-222-990.
- X A Member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Polling Paper.
- XII Mr. Anant Gude (Membership No. 7219/ CP No. 18623), Proprietor - Mr. Anant Gude M/s. Anant Gude & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting conducted through Polling Paper at the AGM in a fair and transparent manner.
- XIII The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Polling Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company and shall make, not later than 48 (Forty-Eight) hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV The Results declared alongwith the Report of the Scrutinizer shall be placed on the website of the Company at www.praxisretail.in and on the website of NSDL after the declaration of result by the Chairperson or a person authorised by him in writing. The Results shall also be communicated to BSE Limited and National Stock Exchange of India Limited.
- XVI Pursuant to Section 113 of the Act and Rules framed thereunder, the Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution or Power of Attorney, if any, authorising their representative(s) to attend and vote, on their behalf, at the AGM.
- XVII Members are requested to send all communications to our R & T Agents at the following address:
- Link Intime India Private Limited**
 C-101, Embassy 247, L.B.S. Marg, Vikhroli (West),
 Mumbai - 400083.
 Tel. No.: +91 22 4918 6000;
 Fax No.: +91 22 4918 6060,
 E-mail: rnt.helpdesk@linkintime.co.in
17. All documents referred to in the accompanying Notice, shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days (excluding Saturdays & holidays) upto and including date of the Eighth AGM of the Company.

18. The route map to the AGM venue is given herein. The prominent landmark near the venue is Atria Mall, Worli, Mumbai.
19. The requirement to place the matter relating to ratification of appointment of Statutory Auditors by Members at every Annual General Meeting is done away with as per Section 40 of Companies (Amendment) Act, 2017 vide notification dated May 07, 2018 issued by Ministry of Corporate Affairs. Accordingly, no resolution was proposed

for ratification of appointment of M/s. Pathak H.D. & Associates, Chartered Accountants, who are the Statutory Auditors of the Company and were appointed at the Sixth Annual General Meeting held on September 21, 2017. Further, they have confirmed that they are eligible in terms of Section 141 of Act to continue as Statutory Auditors of the Company. The details of remuneration paid to Auditors is provided in the Annual Accounts for the year ended March 31, 2019

By order of the Board of Directors
For **Praxis Home Retail Limited**

Place: Mumbai

Date: May 23, 2019

Registered Office:

Praxis Home Retail Limited

CIN: L52100MH2011PLC212866

iThink Techno Campus, Jolly Board Tower D, Ground Floor,
Kanjurmarg (East), Mumbai- 400042.

Smita Chowdhury
Company Secretary & Compliance Officer

ADDITIONAL INFORMATION RELATING TO THE ORDINARY BUSINESS

Item No. 2

Mr. Shirang Sarda, Non Executive Non Independent Director of the Company is liable to retire by rotation and being eligible, offers himself for re-appointment.

A brief profile of Mr. Shirang Sarda, including nature of his expertise along with related details as required under the provisions of the Companies Act, 2013 (the "Act"), Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings ("SS-2") is provided in Annexure -A to this Notice.

Mr. Shirang Sarda shall be deemed to be concerned or interested in the resolution to the extent of his appointment and shareholdings in the Company. None of the other Directors, Key Managerial Personnel(s) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

The Board of Directors recommends the resolution at Item No. 2 as Ordinary Resolution for the approval of the Members.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM Nos. 3 & 4

Praxis Home Retail Limited Share Value Appreciation Rights, **Plan** -2018 ("**Praxis SVAR Plan -2018**" / "**Plan**"), vide special resolution nos. 10, 11, 12, 13 & 14 was approved by the Shareholders at the Seventh Annual General Meeting (AGM) of the Company held on September 18, 2018. The objective of the **Plan** is to reward our employees including Directors of the Company as well as that of the subsidiary company (ies), if any in future, and to align the employees to the target of achieving growing shareholders' value and to retain high performing employees by rewarding their performance and motivating them to contribute to the overall corporate growth and profitability.

The special resolution(s) passed at the Seventh AGM, approving the **Plan** provided that "**the number of Employee Stock Options (ESOPs) / Stock Appreciation Rights (SARs), that may be granted**

to the Employee(s), in any financial year and in aggregate under the Plan shall be less than 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company", however to enable granting of Employee Stock Options (ESOPs) / Stock Appreciation Rights (SARs) to eligible and deserving employees in excess of 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company in aggregate under the **Plan**, it is proposed to do modify the respective resolutions passed at the Seventh AGM of the Company.

Regulation 7 of the Securities and Exchange Board of India (Share Base Employee Benefits) Regulations, 2014 as amended from time to time [SEBI (SBEB) Regulations] and Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 provides that the Company may vary by way of Special Resolution, the terms of the Employee Stock Options not yet exercised by the employees provided that such variation is not prejudicial to the interests of the option holder / employees.

The main features of the "**Praxis SVAR Plan - 2018**" set out at the explanatory statement for special resolution no. 10, 11 & 12 passed at the Seventh AGM remains unchanged except point no.9, which is proposed to be amended vide Resolution No. 3 & 4 as follows :

9. Maximum number of ESOPs / SARs to be issued per employee:

"The number of ESOPs / SARs that may be granted to the Employee(s) of the Company or of its subsidiary company(ies) under the **Plan**, in any financial year shall be less than 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company, however number of ESOPs/ SARs that may be granted to any specific Employee(s) of the Company or of its subsidiary company(ies) in aggregate under the **Plan** may exceed 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company, over the tenure of the **Plan**."

Further, the above proposed change is required only in Resolutions 10 & 11 approved at the Seventh AGM, the Resolutions at 12, 13 & 14 does not require any modification.

Pursuant to the recommendation of the Nomination and Remuneration Committee at its Meeting held on May 23, 2019, the Board of Directors of the Company approved the modification to the **Plan**, by way of Resolution(s) passed at its meeting held thereafter on the even date.

A comparative statement of the clause of the **Plan** which is proposed to be modified is attached as **Annexure-B** for the perusal and consideration of the Members.

A copy of the existing **Plan** and the revised **Plan**, would be available for inspection, by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturdays and Sundays).

The above proposed change will be applicable to all existing and future 'Eligible Employees' as defined in the **Plan**, including the Eligible Employees of the subsidiary companies, if any.

In terms of provisions of Regulation 7 of SEBI (SBEB) Regulations and Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 and Section 62 (1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 consent of the Shareholders is being sought by way of a Special Resolution(s) set out at Item No. 3 & 4 of this Notice for modification in the existing **Plan**.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way

concerned in the aforesaid Special Resolution(s), except to the extent of their entitlements, if any.

Your Directors recommend the Special Resolution(s) proposed at Item Nos. 3 & 4 of this Notice for your approval.

Item No. 5

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") provides for obtaining approval of the Shareholders for entering into material related party transactions as provided therein. Further, in terms of the provisions of Section 188(1) of the Companies Act, 2013 read with Rules framed thereunder, for entering into related party transactions where the transaction value exceed the thresholds prescribed, prior approval of the Shareholders by way of an Ordinary Resolution is required.

Accordingly, in terms of the provisions of the SEBI Listing Regulations and the Companies Act, 2013, approval of the Shareholders of the Company is being sought by way of an Ordinary Resolution set out at Item No. 5 of this Notice.

Pursuant to the requirements prescribed under the Companies (Meetings of the Board and its Powers) Rules, 2014, as amended from time to time, the details in relation to the proposed transactions with related parties, is as under:

Name of the Related Party	Nature of Relationship	Name of Director or Key Managerial Personnel who is related, if any	Nature of Transactions as per Section 188 of the Companies Act, 2013	Monetary value (₹ in Lakhs)	Nature, Material Terms, and particulars of the contract or arrangement	Any other information relevant or important for the Members to take decision on the Proposed resolution
Future Lifestyle Fashions Limited	Enterprise which have significant influence	No Director / Key Managerial Personnel related to the transaction with the Related Party.	Occupancy cost and other store expenses	12,500.00	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis	The transaction has been reviewed and approved by the Audit Committee / Board and is in ordinary course of business and arms' length pricing has been established.

Name of the Related Party	Nature of Relationship	Name of Director or Key Managerial Personnel who is related, if any	Nature of Transactions as per Section 188 of the Companies Act, 2013	Monetary value (₹ in Lakhs)	Nature, Material Terms, and particulars of the contract or arrangement	Any other information relevant or important for the Members to take decision on the Proposed resolution
Future Enterprises Limited	Enterprise which have significant influence	No Director / Key Managerial Personnel related to the transaction with the Related Party.	Payment for rent of Assets / Lease Rental	5,000.00	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis	The renting / leasing transactions and other transactions has been reviewed and approved by the Audit Committee / Board and is in ordinary course of business and arms' length pricing has been established.
			Deposit for use of Assets / Lease Deposits	12,000.00		
			Sale of Goods and Services	4,000.00		
Future Retail Limited	Enterprise which have significant influence	Ms. Sridevi Badiga is the common Director, however neither she nor any other Director / Key Managerial Personnel is related to the transaction with the Related Party.	Purchase of Goods & Services (including Rent, CAM and others)	30,000.00	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis	The transaction has been reviewed and approved by the Audit Committee / Board and is in ordinary course of business and arms' length pricing has been established.
			Sale of Goods and Services (including Rent, CAM and others)	10,000.00		
Future Supply Chain Solutions Limited	Enterprise which have significant influence	No Director / Key Managerial Personnel related to the transaction with the Related Party.	Availing of transportation, CIF and warehousing services.	21,000.00	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis	The transaction has been reviewed and approved by the Audit Committee / Board and is in ordinary course of business and arms' length pricing has been established.
Future Coupons Limited	Group Company	No Director / Key Managerial Personnel related to the transaction with the Related Party.	Sale of Gift Vouchers, other goods & services	35,000.00	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis	The transaction has been reviewed and approved by the Audit Committee / Board and is in ordinary course of business and arms' length pricing has been established.
			Commission on sale	700.00		

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 5 of the Notice shall vote to approve this Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the aforesaid Ordinary

Resolution set out at Item No. 5 of this Notice, save and except to the extent of their Directorship / Shareholding, if any, in the entity mentioned in the said Resolution.

Your Directors recommend the Ordinary Resolution proposed at Item No. 5 of this Notice for your approval.

By order of the Board of Directors
For **Praxis Home Retail Limited**

Place: Mumbai

Date: May 23, 2019

Registered Office:

Praxis Home Retail Limited

CIN: L52100MH2011PLC212866

iThink Techno Campus, Jolly Board Tower D, Ground Floor,
Kanjurmarg (East), Mumbai- 400042.

Smita Chowdhury
Company Secretary & Compliance Officer

Annexure – A

Information as required pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking appointment / re-appointment / revision in remuneration at the Annual General meeting.

Name of the Director	Mr. Shirang Sarda
DIN	00576667
Date of Birth	May 01, 1972
Age	47 years
Date of first appointment on the Board	December 12, 2017
Qualifications	Commerce graduate from BYK College of Commerce and MBA from Simon Business School, University of Rochester in 1996
Experience and Expertise in Specific Functional Area	<p>Mr. Shirang Sarda joined the Sarda Group family business in 1996 and played a key role in diversifying the Sarda family's Bidi business.</p> <p>He was instrumental in establishing a world-class dairy farm, Sarda Farms, and setting up its last mile distribution for chilled milk. He pioneered Yogi Ayurvedic Products Private Ltd. a leading GMP certified company engaged in manufacturing Ayurvedic products. He initiated the Sarda Group's diversification in the hospitality industry with the launch of Apple Country, Manali, one of the highest-occupied hotels of Manali. As Director of TLC Relationship Pvt. Ltd. (a leading CRM services company for the hospitality vertical), led the technology aspect for CRM services.</p> <p>He developed Nashik's first shopping centre, 'The Zone', integrating Retail, Entertainment and Leisure to attract national retailers to the city. He is the Chairman of 'City Center Mall Pvt. Ltd.', a 5,50,000 sq. ft. shopping center in Nashik integrating retail, entertainment and food, which intends to create a world-class digital customer experience. He is the Chairman of Shreelekha Nagari Sahakari Adhikosh Ltd., a micro-finance society for over 12,000 women. Also involved in various non-profit and CSR activities. He aspires to enrich social sensibilities across the Sarda Group.</p>
Terms and conditions of appointment/ revision	As approved by the Nomination & Remuneration Committee and the Board of Directors of the Company
Number of Board meetings attended during the year 2018-19	3
Directorship held in other Listed companies (As on March 31, 2019)	None
Directorship in other Public Companies (excluding foreign companies & Section 8 companies)(As on March 31, 2019)	None

Name of the Director	Mr. Shirang Sarda
Chairmanship / Membership of Committees of the Board of Directors of other Listed companies (As on March 31, 2019)	None
Shareholding (as on March 31, 2019)	50 equity shares
Relationship with other Directors/Key Managerial Personnel(s)	Not related to any Director/Key Managerial Personnel(s).

Note: For further details related to remuneration drawn and proposed, directorship/committee membership, please refer to Board's Report, Corporate Governance Report forming part of the Annual Report.

Annexure – B

Comparative Statement for Proposed Modification in Praxis Share Value Appreciation Rights Plan -2018

Proposed Modification in Praxis Share Value Appreciation Rights Plan -2018 ("Praxis SVAR Plan-2018")	Existing provision in Praxis Share Value Appreciation Rights Plan -2018 ("Praxis SVAR Plan-2018")
<p><u>Maximum number of Employee Stock Options (ESOPs) / Stock Appreciation Rights (SARs) to be issued per employee and in aggregate:</u></p> <p>The number of ESOPs / SARs that may be granted to the Employee(s) of the Company or of its subsidiary company(ies) under the Plan, in any financial year shall be less than 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company, however number of ESOPs/ SARs that may be granted to any specific Employee(s) of the Company or of its subsidiary company(ies) in aggregate under the Plan may exceed 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company over the tenure of the Plan.</p>	<p><u>Maximum number of Employee Stock Options (ESOPs) / Stock Appreciation Rights (SARs) to be issued per employee and in aggregate:</u></p> <p>The number of ESOPs / equity-settled SARs that may be granted to any specific employee of the Company or of its subsidiary company(ies) under the Plan, in any financial year and in aggregate under the Praxis SVAR Plan – 2018 shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company.</p>

Annexure C Route Map



Address-

Sunville Banquet & Conference,
9, Dr. Annie Besant Road, Siddharth Nagar, Worli, Mumbai – 400018.

Directions.

1. **From Worli Sea link** - Take left below Love Groove flyover, enter 1st building.
2. **Prabhadevi** - After Worli Naka, take 'U' turn under Love Groove flyover, 1st building on your left.
3. **Haji Ali** - Take the road below after Atria mall, cross the signal below flyover, 1st building on your left.
4. **Mahalaxmi** - Take left at Worli Naka, take 'U' turn under Love Groove flyover, 1st building on left.



Regd. Off.: iThink Techno Campus, Jolly Board Tower D, Ground Floor Kanjurmarg (East), Mumbai-400 042.

Tel. No.: +91 22 7106 8031; Fax No.: +91 22 7106 8032; CIN: L52100MH2011PLC212866

Website: www.praxisretail.in; E-mail: investorrelations@praxisretail.in

**FORM NO. MGT-11
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio no. / Client ID:	
DP ID:	

I/ We, being the Member(s) of.....Shares of the above named Company, hereby appoint:

- (1) Name: _____ Address _____
 Email Id: _____ Signature _____ or failing him;
- (2) Name: _____ Address _____
 Email Id: _____ Signature _____ or failing him;
- (3) Name: _____ Address _____
 Email Id: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighth Annual General Meeting of the Company to be held at Sunville Banquet & Conference, 9 Dr. Annie Besant Road, Siddharth Nagar, Worli, Mumbai - 400018, on Saturday, the 21st day of September, 2019 at 11:00 a.m. and at any adjournment thereof in respect of such Resolutions as are indicated below:

Sr. No.	Resolution	Optional*	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Mr. Shrirang Sarda (DIN: 00576667), Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.		

Sr. No.	Resolution	Optional*	
		For	Against
Special Business			
3	Approval for modification in Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018 and Grant of Share Based Employee Benefits thereof		
4	Approval for modification in Grant of Employee Stock Options / Share Value Appreciation Rights to the Employees of the Subsidiary Company(ies), if any, of the Company under Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018		
5	Approval for entering into Related Party Transaction(s) for the financial year 2019-20.		

Signed this day of.....2019.

Revenue Stamp of Rs. 1/-

Signature of Proxy Holder(s)

Signature of Member(s)

Notes:

* It is optional to indicate your preference in the appropriate column. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the AGM. Appointing of Proxy does not prevent a Member from attending the AGM in person if he/she/it wishes. In case of joint holders, the signature of one holder will be sufficient, but names of all the joint holders should be stated.