



PRAXIS HOME RETAIL LIMITED

CIN: L52100MH2011PLC212866

Registered Office: 2nd Floor, Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai-400060.

Tel: +91 22 4959 2500; **Website:** www.praxisretail.in; **E-mail:** investrorrelations@praxisretail.in

NOTICE

NOTICE is hereby given that the 13th Annual General Meeting ("**AGM**") of the Members of Praxis Home Retail Limited ("**the Company**") will be held on Saturday, September 28, 2024 at 09:30 a.m. through video conferencing ("**VC**") / other audio-visual means ("**OAVM**") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon;
2. To appoint a director in place of Ms. Lynette Robert Monteiro (DIN:07901400), Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **To appoint Mr. Vijai Singh Dugar (DIN: 06463399) as an Independent Director**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (the "**Act**") read with applicable rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "**Listing Regulations**") (including any statutory modification thereto from time to time or any re-enactments thereof for the time being in force), the Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Vijai Singh Dugar (DIN: 06463399), who was appointed as an Additional Director and categorised as an Independent Director with effect from August 12, 2024 and who meets the relevant criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of five years till August 11, 2029 ("**First Term**"), and not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant regulation 17A of the Listing Regulations, consent of the members be and is hereby further given for continuation of directorship of Mr. Vijai Singh Dugar notwithstanding the fact that Mr. Vijai Singh Dugar exceeds seventy-five years of age during the First Term.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Vimal Dhruve

Company Secretary

ACS No. 20009

Mumbai, August 12, 2024

Registered Office:

2nd Floor, Knowledge House, Shyam Nagar,
Off Jogeshwari Vikhroli Link Road,
Jogeshwari (East), Mumbai-400060.

Tel. No.: +91 22 4959 2500;

e-mail: investrorrelations@praxisretail.in

Website: www.praxisretail.in

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Notes:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/POd-2/P/CIR/2023/4 dated January 5, 2023 and SEBI Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023 ('SEBI Circulars') have permitted holding of general meetings by companies through VC / OAVM, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being conducted through VC/OAVM.
2. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is also 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 the AGM is being held pursuant to the MCA Circulars through VC or OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and the SEBI Circulars, the facility for the appointment of proxies by the Members will not be available for this AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this Notice.**
3. In pursuance of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting, for participation and voting at the AGM. Institutional Members/ Corporate Members (i.e. other than individuals, HUFs, NRIs etc.) are required to send a scanned copy of their respective Board or governing body resolution, authorisation etc. to attend the AGM and to vote through remote e-voting. The said resolutions/ authorisations shall be sent to the Scrutiniser by e-mail at ngvg@rediffmail.com with a copy marked to evoting@nsdl.com.
4. The Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, if any, pertaining to the resolution(s) under the Special Business setting out material facts and reasons thereof, is annexed to this Notice.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and also after the scheduled time of the commencement of the AGM by following the procedure mentioned in this Notice.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In compliance with the said MCA Circulars and SEBI Circulars, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website www.praxisretail.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice of AGM is also available on the website of NSDL (agency for providing the remote e-voting facility) at www.evoting.nsdl.com.
8. Relevant documents referred to in the Notice and the accompanying Explanatory Statement shall be available for inspection electronically up to the date of AGM. The relevant registers maintained under the Act and required to be placed at the AGM will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to investorrelations@praxisretail.in
9. Members seeking any information are requested to write to the Company at investorrelations@praxisretail.in well before the date of AGM to enable the management to reply suitably.
10. For receiving all electronic communication from the Company:
 - (a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investorrelations@praxisretail.in or rnt.helpdesk@linkintime.co.in
 - (b) Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participant.

11. In compliance with the provisions of Section 108 & 100 of the Act read with relevant rules made thereunder and Regulation 44 of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, the Company is pleased to provide to the Members, a facility to exercise their right to vote at this AGM by electronic means and the business may be transacted through remote e-voting services provided by National Securities Depositories Limited (NSDL). Further, the facility for voting through electronic voting system will also be made available at the AGM and members who have not cast their vote by remote e-voting will be able to do so at the AGM.

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

The remote e-voting period begins on Wednesday, September 25, 2024 at 9:00 a.m. and shall end on Friday, September 27, 2024 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Saturday, September 21, 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 said cut-off date.

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 I: 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.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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.nsdl.com. Select “Register Online for IDeAS P o r t a l ” o r c l i c k a t https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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

Type of shareholders	Login Method
	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="592 560 978 794" style="border: 1px solid black; padding: 10px; text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<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 & 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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***

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.

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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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
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Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ngvg@rediffmail.com with a copy marked to 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 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: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at 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 physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorrelations@praxisretail.in
2. 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 investorrelations@praxisretail.in. 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.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

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. Members 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. 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 Members 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. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@praxisretail.in. The Members who do not wish to speak during the AGM but have queries may send their queries during the said period, prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@praxisretail.in. These queries will be replied to by the Company suitably by email. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

6. Those Members who have registered themselves as speaker will only be allowed to express their views/ask questions during the meeting.
7. If any votes cast by the Members through the e-voting available during the AGM without participating in the AGM, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the AGM is available only to the Members attending the AGM.

OTHER INSTRUCTIONS:

1. For queries or issues regarding attending AGM & e-voting, Members can write at evoting@nsdl.com or contact at toll free no. 022 - 4886 7000 and 022 - 2499 7000.
2. All grievances connected with the facility for voting by electronic means may be addressed to Ms.Pallavi Mhatre, Sr. Manager, National Securities Depository Limited (NSDL), Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013 or send an email to helpdesk.evoting@nsdl.com or contact at toll free no. 022 - 4886 7000 and 022 - 2499 7000.
3. Any person, who acquires 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 21, 2024 may follow the same instructions as mentioned above for remote e-Voting.
4. 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 and a person who is not a Member as on the cut-off date should treat the Notice for information purpose only.
5. The Company has appointed Mr. Anant Gude, Practicing Company Secretary (M. No. ACS 7219 and COP No. 18623) of M/s. Anant Gude & Associates, Company Secretaries, Mumbai as Scrutiniser, to scrutinise the voting process, in a fair and transparent manner.
6. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, scrutinize the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting and submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson of the Company or a person authorized by him in writing, who shall countersign the same. The Chairperson or a person authorized by him in writing shall declare the result of the voting not later than two working days of the conclusion of the AGM.
7. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.praxisretail.in and on the website of NSDL www.evoting.nsdl.com and shall simultaneously be forwarded to the Stock Exchanges i.e BSE Limited and National Stock Exchange of India Limited. The result of the voting will also be displayed at the Notice Board at the Registered Office of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in Item No. 3 mentioned in the accompanying Notice of the AGM.

Item No. 3

Based on the recommendation of the NRC, the Board has appointed Mr. Vijai Singh Dugar (DIN: 06463399) as an Additional Director (categorised as an Independent) of the Company pursuant to Section 149, 152, 161 of the Companies Act, 2013 read with applicable rules made thereunder, effective from August 12, 2024 for a period of 5 years, not liable to retire by rotation. Mr. Vijai Singh Dugar fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the Listing Regulations. The Board is of the view that Mr. Vijai Singh Dugar possesses the requisite skills and capabilities, which would be of benefit to the Company, and hence, it is wise to appoint him as an Independent Director. The Company has received requisite disclosures and declarations from Mr. Vijai Singh Dugar and a notice in writing by a member proposing his candidature under Section 160(1) of the Companies Act, 2013. In the opinion of the Board, Mr. Vijai Singh Dugar fulfils the conditions specified in the Companies Act, 2013 and applicable rules made thereunder and Listing Regulations for his reappointment as an Independent Director. Approval of the Members is sought for the reappointment of Mr. Vijai Singh Dugar as an Independent Director of the Company, for a term of 5 years effective from August 12, 2024 pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and applicable rules made thereunder.

Mr. Vijai Singh Dugar, aged 72, is a qualified Chartered Accountant. He was associated with Indian Oil Corporation Limited for more than 33 years in various capacities including Finance and as Finance Head of Indian Oil Blending Limited, a subsidiary of Indian Oil Corporation Limited. He possesses vast professional expertise spreading a span of three decades in Corporate Finance, Internal audit, strategic business planning and investment advisory. No remuneration is proposed to be paid to him as an Independent Director, however, he shall be entitled to receive fees to attend meetings of the Board/ Committee in which he may be a member and claim other incidental expenses for attending such meetings. The NRC and Board have taken into account the qualification, vast experience, expertise, diverse skills and other relevant criteria being the key requirements for the role of an Independent Director. Mr. Vijai Singh Dugar possesses requisite skills and capabilities, which would be of benefit to the Company.

Further, Mr. Vijai Singh Dugar would exceed the age of seventy five during his tenure of appointment. The Board is of the opinion that Mr. Vijai Singh Dugar is healthy, physically active and able to offer best of his vast experience and hence, beneficial to the Company. Pursuant to regulation 17A of the Listing Regulations, continuation of non-executive independent director beyond the age of seventy five years would require approval of the shareholders by way of special resolution.

The Board recommends the resolutions set out at Item No.3 of the accompanying Notice for approval of the Members by way of Special Resolution.

None of the Directors, KMP of the Company and their respective relatives is in any way concerned or interested, financially or otherwise, in the proposed resolution, except Mr. Vijai Singh Dugar to whom the proposed resolution relates, to the extent of his entitlement for the remuneration/ sitting fees as per the applicable laws.

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

Vimal Dhruve
Company Secretary
ACS No. 20009

Mumbai, August 12, 2024

Registered Office:

2nd Floor, Knowledge House, Shyam Nagar,
Off Jogeshwari Vikhroli Link Road,
Jogeshwari (East), Mumbai-400060.

Tel. No.: +91 22 4959 2500;

e-mail: investorrelations@praxisretail.in

Website: www.praxisretail.in

CIN: L52100MH2011PLC212866

Information as required pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking appointment / re-appointment at the Annual General meeting.

Name of the Director	Ms. Lynette Robert Monteiro	Mr. Vijai Singh Dugar
Age	51 years	72 years
Date of first appointment on the Board	April 13, 2023	August 12, 2024
Qualifications	Commerce Graduate; LLB (Gen.)	Chartered Accountant
Brief resume including experience and expertise in specific functional area	Over 2 decades experience in expanding footprint of various retail formats of Future Group including property sourcing, site selection, negotiation, contract management, and building relations.	33 years in various capacities including Finance and as Finance Head of Indian Oil Blending Limited, a subsidiary of Indian Oil Corporation Limited. He possesses vast professional expertise spreading a span of three decades in Corporate Finance, Internal audit, strategic business planning and investment advisory
Terms and conditions of appointment / re-appointment	Liable to retire by rotation	For a period of 5 years and not liable to retire by rotation.
Number of Board meetings attended during the year 2023-24	Six	N.A.
Directorship in other Public Companies (excluding foreign companies & Section 8 companies)	<ul style="list-style-type: none"> • Apollo Design Apparel Parks Limited • FLFL Lifestyle Brands Limited • Future Consumer Limited (Listed company) 	<ul style="list-style-type: none"> • Galaxy Cloud Kitchens Limited (Listed company)
Directorship held in other listed entity from which the person has resigned, in the past three years	None	Future Market Networks Limited
Chairmanship / Membership of Committees of the Board of Directors of other public companies	<ol style="list-style-type: none"> 1. FLFL Lifestyle Brands Limited <ul style="list-style-type: none"> • Member - Audit Committee • Member - NRC 2. Future Consumer Limited <ul style="list-style-type: none"> • Chairperson - Stakeholder Relationship Committee • Member - NRC 	<ol style="list-style-type: none"> 1. Galaxy Cloud Kitchens Limited <ul style="list-style-type: none"> • Member - Audit Committee • Member - NRC • Chairman - Stakeholder Relationship Committee
Shareholding	Nil	
Relationship with other Directors / Key Managerial Personnel(s)	None	
Remuneration	No remuneration is proposed to be paid and no remuneration was drawn during previous financial year. However, the appointees are entitled to receive sitting fees for attending the meetings of the Board and/ or Committees.	
Manner in which the appointee meets the requirements of skill and capability required for the role	Not Applicable	The NRC and Board have taken into account the qualification, vast experience, expertise, diverse skills and other relevant criteria being the key requirements for the role of an Independent Director. He possesses requisite skills and capabilities, which would be of benefit to the Company.