



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 4518 4399; **Website:** www.praxisretail.in; **E-mail:** investrorrelations@praxisretail.in

NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting ("**AGM**") of the Members of Praxis Home Retail Limited ("**the Company**") will be held on **Monday, September 29, 2025 at 11:30 A.M.** (IST) 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, 2025 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Samsun Samuel (DIN: 07523995), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Secretarial Auditor of the Company

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

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory provisions, if any, as amended from time to time and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company, Mr. Anant Gude, of Anant Gude & Associates, Practicing Company Secretary (FCS No. 7219, CP No. 18623, Peer Review No. 6393/2025), be and is hereby appointed as the Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from the financial year 2025-26 upto financial year 2029-30 to conduct Secretarial Audit of the Company on such remuneration, plus applicable taxes and reimbursement of out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer or Company Secretary of the Company be and are hereby authorized, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this resolution and/ or otherwise considered by them to be in the best interest of the Company."

4. To approve Material Related Party transactions involving waiver of loan and interest payable by the Company

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, if any, the Company's Policy on Material Related Party Transactions and based on the recommendation of the Audit Committee, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted/ empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) for the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), to accept the waiver of loans (Inter-Corporate Borrowing), comprising of

principal and interest aggregating to Rs. 8,806.58 Lakhs (Rupees Eight Thousand Eight Hundred Six Lakhs and Fifty Eight Thousand only) as extended to the Company by the related parties as detailed in the explanatory statement forming part to this notice .

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and are hereby severally authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.

RESOLVED FURTHER THAT all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

5. To approve Material Related Party transactions involving borrowings by the Company

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

"RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, if any, the Company's Policy on Material Related Party Transactions and based on the recommendation of the Audit Committee, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted/ empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) for the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) to approve the continuation of loans (Inter-Corporate Borrowing) from the related parties which are being carried forward from earlier years, together with fresh loans availed during FY 2025-26, aggregating to Rs. 3,345.08 lakh on the terms that such loans shall carry interest @ 12% per annum and shall be repaid in three instalments as detailed in the explanatory statement forming part to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.

RESOLVED FURTHER THAT all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Place: Mumbai
Date: September 2, 2025

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

Registered Office:
2nd Floor, Knowledge House, Shyam Nagar,
Off Jogeshwari-Vikhroli Link Road,
Jogeshwari (East), Mumbai-400060
Tel. No.: +91 22 4518 4399
E-mail: investorrelations@praxisretail.in
Website: www.praxisretail.in
CIN: L52100MH2011PLC212866

Charu Srivastava
Company Secretary and Compliance Officer
ACS No.27108

NOTES:

1. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No.10/2022 dated December 28, 2022 and No.09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the 14th Annual General Meeting ('AGM') through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and July 11, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In compliance with the provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder as amended, the Listing Regulations and MCA Circulars, the 14th AGM of the Company is being held through VC/OAVM on Monday, September 29, 2025, at 11:30 A.M. (IST). The deemed venue for the AGM will be the Registered Office of the Company i.e. 2nd Floor, Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai-400060
2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD 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. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing at Item No. 3 and 5 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forms part of this Notice.
4. The Explanatory Statement pursuant to Section 102 of the Act in respect of the Business under Item No. 3 and 4 set out above be transacted at the Meeting and the relevant details of the Directors seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
5. Institutional Members/ Corporate Members (i.e. other than individuals, HUFs, NRIs etc.) are required to send a scan copy of their respective Board or governing body resolution, Authorisations etc. pursuant to Sections 112 and 113 of the Act as the case may be, to attend the AGM through VC/OAVM mode 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.co.in.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. Members attending the AGM through VC/OAVM, will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Pursuant to the applicable provisions, National Securities Depository Limited ('NSDL') has been appointed as the e-

voting agency to provide the facility of casting votes by a member using remote e-voting as well as the e-voting system during the AGM.

9. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the NSDL e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on a first-come-first-served basis as per the MCA circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors. The detailed instructions for joining the meeting through VC/OAVM form part of the Notes to this Notice.
10. In line with the General Circulars No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021 and Circular No. 10/2022 dated December 28, 2022 and No.09/2023 dated September 25, 2023 issued by the MCA and the SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/Registrar & Transfer Agent ('RTA'), unless any member has requested for a physical copy of the same. The Notice of AGM and Annual Report 2024-25 are available on the Company's website at www.praxisretail.in and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and at www.nseindia.com respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
10. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at investorrelations@praxisretail.in.
11. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at <https://www.praxisretail.in/investor-services.html> Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense, account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://www.praxisretail.in/investor-services.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
15. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI (LODR) and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the Company's RTA, for assistance in this regard.
16. SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.
17. Norms for furnishing of PAN, KYC, Bank details and Nomination:
- Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/ CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/ MIRSD/MIRSD RTAMB /P/CIR/2021/655 and SEBI/HO/MIRSD/ MIRSD RTAMB/ P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details. Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA.
18. The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on our website at <https://www.praxisretail.in/investor-services.html>. In view of the above, Members holding shares in physical form are requested to submit the required forms along with the supporting documents at the earliest. The Company has dispatched a letter to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.
19. Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.
20. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, and Circulars etc. from the Company in electronic form. The detailed procedure for registering the email-id and other details is/are given below:

Procedure for registration of e-mail address and bank details by shareholders:-

a. For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with MUFG Intime India Private Limited by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html on their website <https://in.mpms.mufg.com> at the "Investor Services" tab by choosing the e-mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, DP- ID, Client-ID / PAN, Mobile Number and e-mail id. In case of any query, a Member may send an e-mail to RTA at rnt.helpdesk@in.mpms.mufg.com.

On submission of the shareholders details, an OTP will be received by the shareholder which needs to be entered in link for verification.

b. For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

c. Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with MUFG Intime India Private Limited, by clicking the https://web.in.mpms.mufg.com/mailReg/Email_Register.html on their website <https://in.mpms.mufg.com> at the Investor Services tab by choosing the "Email / Bank Detail Registration" heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, Mobile Number and e-mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a Member may send an e-mail to RTA rnt.helpdesk@in.mpms.mufg.com.

On submission of the shareholders details, an OTP will be received by the shareholder which needs to be entered in the link for verification.

d. Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their bank details, can get the same registered with Link Intime India Private Limited, by clicking the link: https://web.in.mpms.mufg.com/mailReg/Email_Register.html on their website www.linkintime.co.in at the 'Investor Services' tab by choosing the "Email / Bank Detail Registration" heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate Number, PAN, E-mail Id along with the copy of the cheque-leaf with the first named shareholder name imprinted on the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a Member may send an e-mail to RTA at rnt.helpdesk@in.mpms.mufg.com.

On submission of the shareholders details, an OTP will be received by the shareholder which needs to be entered in the link for verification.

21. Voting by Members:

- a. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended), MCA Circulars and the SEBI Circulars, the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by NSDL) either by (i) remote e-voting prior to the AGM or (ii) e-voting during the AGM.
- b. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Monday, September 22, 2025 ('cut-off date') shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting prior to the AGM or e-voting during the AGM.
- c. Members of the Company holding shares either in physical form or electronic form, as on the cut-off date of Monday, September 22, 2025, may cast their vote by remote e-Voting. The remote e-Voting period commences on Friday, September 26, 2025 at 09:00 AM (IST) and ends on Sunday, September 28, 2024 at 05:00 PM (IST). 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. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
- d. The Members can opt for only one mode of remote e-voting i.e. either prior to the AGM or e-voting during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.
- e. The Board of Directors has appointed Mr. Anant Gude (Membership No. ACS 7219 & COP 18623) of M/s. Anant Gude & Associates, Practicing Company Secretary, Mumbai as the Scrutinizer, to scrutinize the voting process, in a fair and transparent manner.
- f. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS UNDER:-**

The details of the process and manner for Remote e-Voting are explained herein below: Process to vote electronically using NSDL e-Voting system:

Step I: Access to NSDL e-Voting system

A) Login method for remote 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"> 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<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 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at our Fax No.: 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID 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 'UserID' and your 'initial password'.
 - (ii) If your email-ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - 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.

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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser 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 or call on toll free no.: 022-4886 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/member may send a request to evoting@nsdl.co.in 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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

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

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

1. 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 link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through laptops for better experience.
3. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. 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. 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 for the AGM.

6. Any person holding shares in physical form and non-individual Members, who acquire shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.com or the Company/RTA.

However, if the person is already registered with NSDL for remote e-Voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/her password, the same can be reset by using 'Forgot user Details/Password' or 'Physical user Reset Password' option available at www.evoting.nsdl.com or by calling on 022 4886 7000 and 022 2499 7000. In case of Individual Members holding securities in Demat mode who acquire shares of the Company and becomes a Member of the Company after sending the Notice and holding shares as of the cutoff date may follow steps mentioned in the notes to Notice under 'Access to NSDL e-Voting system'.

7. If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the Meeting.

23. Declaration of results on the Resolutions:

1. The Scrutinizer 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 Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith not later than two working days of the conclusion of the Meeting.
2. The results declared along with the consolidated Scrutiniser'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.
3. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM.

By order of the Board of Directors
Praxis Home Retail Limited

Charu Srivastava
Company Secretary and Compliance Officer
ACS No.27108

Place: Mumbai
Date: September 2, 2025
Registered Office:
2nd Floor, Knowledge House, Shyam Nagar,
Off Jogeshwari-Vikhroli Link Road,
Jogeshwari (East), Mumbai-400060
Tel. No.: +91 22 4518 4399
E-mail: investorrelations@praxisretail.in
Website: www.praxisretail.in
CIN: L52100MH2011PLC212866

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 Director seeking re-appointment at the Annual General meeting.

Name of the Director	Mr. Samson Samuel
DIN	07523995
Date of Birth	May 22, 1967
Age	58 years
Date of first appointment on the Board	March 14, 2023
Qualifications	Engineer
Experience and Expertise in Specific Functional Area	<p>Mr. Samuel is an Engineer with more than 25 years of experience spanning across manufacturing, consulting, IT and supply chain industries. He has worked in India and US in various capacities with organizations of repute like Best Buy, Staples, Lowes, Future Group, Mafatlal Consultancy, Wipro & Cognizant.</p> <p>He is currently the CEO of Future Consumer Limited and prior that, he was the CEO of its subsidiary operating under the Brand Name 'Nilgiris'. He founded and exited a tech platform-based distribution business in the name of LeanBox Logistics Solutions that was sold to Lynks/Swiggy. His core expertise is in the areas of Retail, Distribution, GoTo Market, IT Strategy & Operations.</p>
Terms and conditions of appointment / reappointment	Appointed as a Non-Executive Director, liable to retire by rotation, being eligible, offers himself for re-appointment
Number of Board meetings attended during the year 2024-25	4 (Four)
Directorship in other Public Companies (excluding foreign companies & Section 8 companies) (As on March 31, 2025)	Future Consumer Limited Integrated Food Park Limited Aadhaar Retailing Limited (Formerly known as Aadhaar Wholesale Trading and Distribution Limited)
Directorship held in other Listed entity from which the person has resigned, in the past three years	None
Chairmanship / Membership of Committees of the Board of Directors of other Listed companies (As on March 31, 2025)	Member in Risk Management Committee of Future Consumer Limited
Shareholding (as on March 31, 2025)	Nil
Relationship with other Directors / Key Managerial Personnel(s)	Not related to any Director / Key Managerial Personnel of the Company.

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

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

Item No. 3

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), the Audit Committee and the Board of Directors at their respective meetings held on September 02, 2025 have approved and recommended subject to approval of members, appointment of Mr. Anant Gude (FCS No. 7219, CP No. 18623, Peer Review No. 6393/2025), a Practicing Company Secretary as the Secretarial Auditor of the Company on the following terms and conditions:

- a) **Term of appointment:** commencing from the financial year 2025-26 upto financial year 2029-30
- b) **Proposed Fees:** Fees of Rs. 1,20,000/- (Rupees One Lakh Twenty Thousand only), plus applicable taxes and reimbursement of out-of-pocket expenses on actuals, in connection with the secretarial audit for FY 2025-26 and for subsequent years of the term, such fee as determined by the Board, on recommendation of Audit Committee. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark.
- c) **Basis of recommendations:** The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the Partner in providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by him in the past.
- d) **Credentials:** Mr. Anant Gude (FCS No. 7219, CP No. 18623, Peer Review No. 6393/2025), a Practicing Company Secretary, is a seasoned professional with over 40 years of rich experience, specializing in secretarial audits and corporate compliance across a diverse range of industries.

Mr. Anant Gude has consented to his appointment as Secretarial Auditor, if appointed, and has confirmed that he has subjected himself to peer review process of the ICSI and holds a valid certificate of peer review issued by the ICSI. Further, Mr. Anant Gude has confirmed that he is eligible for appointment as the Secretarial Auditor and has not incurred any disqualification specified by the Securities and Exchange Board of India

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the members of the Company. Accordingly, approval of the members is sought by passing the Ordinary Resolution as set out at Item No. 3 of this Notice.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 4

The Company, from time to time, has availed unsecured loans (Inter-Corporate Borrowing) from related parties in order to meet its business and operational requirements.

Due to ongoing financial challenges, adverse market conditions, and the continuing impact of the Covid-19 pandemic, the Company has been unable to generate adequate cash flows to meet its operational and financial obligations. The statutory auditors of the Company have also expressed material uncertainty regarding the Company's ability to continue as a going concern in their audit report.

In view of the above and in an effort to strengthen the financial position of the Company, the management approached the related parties who had extended the aforesaid loans, with a request to waive the outstanding loan principal and interest accrued thereon. After due deliberations and discussions, the following related parties have agreed to waive the entire outstanding dues as on March 31, 2025 including both principal and interest, aggregating to Rs. 8,806.58 lakhs (comprising Rs. 8,527.61 lakhs towards principal and Rs. 278.97 lakhs towards interest):

Company Name	LA waived off	Int. waived off	Total
Niyman Mall Management Company Private Limited	983.00	-	983
Nu Business Ventures Private Limited	979.61	37.82	1,017.42
FDRT Consultancy Services Limited	1,085.00	27.32	1,112.32
Future Capital Investment Private Limited	1,300.00	70.39	1,370.39
Future Hospitality Private Limited	830.00	48.73	878.73
Cutcost Consumer Private Limited	3,350.00	94.71	3,444.71
Total	8,527.61	278.97	8,806.58

In terms of Section 2(76) of the Companies Act, 2013, the lenders referred to herein fall within the ambit of "Related Parties." Considering the materiality thresholds prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's adopted Policy on Materiality of Related Party Transactions, acceptance of the loan waiver from the related parties are considered Material Related Party Transactions.

Accordingly, in compliance with the above regulatory provisions, the Company is seeking the approval of the shareholders by way of a Special Resolution for acceptance of the waiver of unsecured loans.

Members are kindly informed that, the Audit Committee and the Board of Directors of the Company, at their respective meeting held on September 02, 2025, considered and approved the proposal and recommended the same for the approval of the shareholders.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/ CFD/ PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") are set forth below:-

A1. Transaction between the Company and Niyman Mall Management Company Private Limited

Sr. No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Niyman Mall Management Company Private Limited ("Niyam") Company and Niyman have common promoters Accordingly, Niyman is a related party of the Company pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
2	Name of Director(s) or Key Managerial Personnel who is related, if any	NA
3	Type, tenure, material terms and particulars	Unsecured Loans (Inter-Corporate Borrowing) carrying interest at 8% p.a., repayable on demand.
4	Value of the transaction	Rs. 983.00 Lakhs (Rupees Nine Hundred Eighty Three Lakhs only)

Sr. No.	Particulars	Details
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	8.26% of the annual turnover of the Company for the Financial Year 2024-25.
6	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
A	details of the source of funds in connection with the proposed transaction Own Funds	NA
B	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	NA
C	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	NA
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
7	Justification as to why the RPT is in the interest of the listed entity	The proposed transaction will enable the Company to reduce its liabilities and thereby improve its net worth. This will also improve the Debt Service Coverage Ratio.
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA
9	Any other information that may be relevant	All relevant information is disclosed in the Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

A2. Transaction between the Company and Nu Business Ventures Private Limited

Sr. No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Nu Business Ventures Private Limited ("Nu Business") Company and Nu Business have common promoters Accordingly, Nu Business is a related party of the Company pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
2	Name of Director(s) or Key Managerial Personnel who is related, if any	NA
3	Type, tenure, material terms and particulars	Unsecured Loans (Inter-Corporate Borrowing) carrying interest at 8% p.a., repayable on demand.

Sr. No.	Particulars	Details
4	Value of the transaction	Rs. 1,017.42 Lakhs (Rupees One Thousand Seventeen Lakhs and Forty Two Thousand only)
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	8.55% of the annual turnover of the Company for the Financial Year 2024-25
6	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
A	details of the source of funds in connection with the proposed transaction Own Funds	NA
B	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	NA
C	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	NA
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
7	Justification as to why the RPT is in the interest of the listed entity	The proposed transaction will enable the Company to reduce its liabilities and thereby improve its net worth. This will also improve the Debt Service Coverage Ratio.
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA
9	Any other information that may be relevant	All relevant information is disclosed in the Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

A3. Transaction between the Company and FDRT Consultancy Services Limited

Sr. No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	FDRT Consultancy Services Limited ("FDRT") Company and FDRT have common promoters Accordingly, FDRT is a related party of the Company pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
2	Name of Director(s) or Key Managerial Personnel who is related, if any	NA

Sr. No.	Particulars	Details
3	Type, tenure, material terms and particulars	Unsecured Loans (Inter-Corporate Borrowing) carrying interest at 8% p.a., repayable on demand.
4	Value of the transaction	Rs. 1,112.32 Lakhs (Rupees One Thousand One Hundred Twelve Lakhs and Thirty Two Thousand only)
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	9.35% of the annual turnover of the Company for the Financial Year 2024-25
6	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
A	details of the source of funds in connection with the proposed transaction Own Funds	NA
B	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	NA
C	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	NA
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
7	Justification as to why the RPT is in the interest of the listed entity	The proposed transaction will enable the Company to reduce its liabilities and thereby improve its net worth. This will also improve the Debt Service Coverage Ratio.
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA
9	Any other information that may be relevant	All relevant information is disclosed in the Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

A4. Transaction between the Company and Future Capital Investment Private Limited

Sr. No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Future Capital Investment Private Limited ("Future")</p> <p>Company and Future have common promoters</p> <p>Accordingly, Future is a related party of the Company pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.</p>

Sr. No.	Particulars	Details
2	Name of Director(s) or Key Managerial Personnel who is related, if any	NA
3	Type, tenure, material terms and particulars	Unsecured Loans (Inter-Corporate Borrowing) carrying interest at 8% p.a., repayable on demand.
4	Value of the transaction	Rs. 1,370.39 Lakhs (Rupees One Thousand Three Hundred Seventy Lakhs and Thirty Nine Thousand only)
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	11.52% of the annual turnover of the Company for the Financial Year 2024-25
6	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
A	details of the source of funds in connection with the proposed transaction Own Funds	NA
B	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	NA
C	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	NA
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
7	Justification as to why the RPT is in the interest of the listed entity	The proposed transaction will enable the Company to reduce its liabilities and thereby improve its net worth. This will also improve the Debt Service Coverage Ratio.
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA
9	Any other information that may be relevant	All relevant information is disclosed in the Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

A5. Transaction between the Company and Future Hospitality Private Limited

Sr. No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Future Hospitality Private Limited ("FHPL") Company and FHPL have common promoters Accordingly, FHPL is a related party of the Company pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
2	Name of Director(s) or Key Managerial Personnel who is related, if any	NA
3	Type, tenure, material terms and particulars	Unsecured Loans (Inter-Corporate Borrowing) carrying interest at 8% p.a., repayable on demand.
4	Value of the transaction	Rs. 878.73 Lakhs (Rupees Eight Hundred Seventy Eight Lakhs and Seventy Three Thousand only)
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	7.39% of the annual turnover of the Company for the Financial Year 2024-25
6	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
A	details of the source of funds in connection with the proposed transaction Own Funds	NA
B	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	NA
C	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	NA
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
7	Justification as to why the RPT is in the interest of the listed entity	The proposed transaction will enable the Company to reduce its liabilities and thereby improve its net worth. This will also improve the Debt Service Coverage Ratio (DSCR)
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA
9	Any other information that may be relevant	All relevant information is disclosed in the Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

A6. Transaction between the Company and Cutcost Consumer Private Limited

Sr. No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Cutcost Consumer Private Limited ("CCPL") Company and CCPL have common promoters Accordingly, CCPL is a related party of the Company pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
2	Name of Director(s) or Key Managerial Personnel who is related, if any	NA
3	Type, tenure, material terms and particulars	Unsecured Loans (Inter-Corporate Borrowing) carrying interest at 8% p.a., repayable on demand.
4	Value of the transaction	Rs. 3,445.71 Lakhs (Rupees Three Thousand Four Hundred Forty Five Lakhs and Seventy One Thousand only)
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	28.96% of the annual turnover of the Company for the Financial Year 2024-25.
6	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
A	details of the source of funds in connection with the proposed transaction Own Funds	NA
B	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	NA
C	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	NA
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
7	Justification as to why the RPT is in the interest of the listed entity	The proposed transaction will enable the Company to reduce its liabilities and thereby improve its net worth. This will also improve the Debt Service Coverage Ratio.
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA
9	Any other information that may be relevant	All relevant information is disclosed in the Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are in any way, financially or otherwise, concerned or interested in the proposed resolution, except to the extent of their respective shareholding or directorship in the aforementioned entities.

Item No. 5

Certain loans extended by related parties in earlier years, along with fresh loans availed during the financial year 2025-26 amounting to Rs. 3,345.08 lakhs (Rupees Three Thousand Three Hundred Forty-Five Lakhs only) have been continued and carried forward. The terms of these continuing loans have been revised to carry an interest rate of 12% per annum, and the principal amounts shall be repaid in three instalments as follows:

- First instalment on or before June 30, 2026
- Second instalment on or before June 30, 2027
- Third instalment on or before June 30, 2028

The details of the continuing and fresh loans from the related parties are provided below for the information and approval of the shareholders, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Rs. In lacs

Company Name	Loan & Interest carried forward	Loan taken in FY25-26	Total
Surplus Finvest Private Limited	779.54	1,100.00	1,879.54
Niyman Mall Management Company Private Limited	Nil	600.00	600.00
Future Market Network Limited	459.71	Nil	459.71
Suhani Mall Management Company Private Limited	405.83	Nil	405.83
Total	1,645.08	1,700.00	3,345.08

In terms of Section 2(76) of the Companies Act, 2013, the lenders referred to herein fall within the ambit of "Related Parties." Considering the materiality thresholds prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's adopted Policy on Materiality of Related Party Transactions, acceptance of the loan waiver from the related parties are considered Material Related Party Transactions.

Accordingly, in compliance with the above regulatory provisions, the Company is seeking the approval of the shareholders by way of a Special Resolution for the above mentioned transaction.

Members are kindly informed that, the Audit Committee and the Board of Directors of the Company, at their respective meeting held on September 02, 2025, considered and approved the proposal and recommended the same for the approval of the shareholders.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") are set forth below:

A6. Transaction between the Company and Surplus Finvest Private Limited

Sr. No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Surplus Finvest Private Limited (“Surplus”)</p> <p>Company and Surplus have common promoters</p> <p>Accordingly, Surplus is a related party of the Company pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.</p>
2	Name of Director(s) or Key Managerial Personnel who is related, if any	NA
3	Type, tenure, material terms and particulars	<p>1. Unsecured Loans (Inter corporate Borrowing)</p> <p>2. Repayable in three instalments as follows:</p> <ul style="list-style-type: none"> • First instalment on or before June 30, 2026 • Second instalment on or before June 30, 2027 • Third instalment on or before June 30, 2028 <p>3. Interest- 12% p.a</p>
4	Value of the transaction	Rs. 1,879.54 Lakhs (Rupees One Thousand Eight Hundred Seventy Nine Lakhs and Fifty Four Thousand only)
5	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided)	15.80% of the annual turnover of the Company for the Financial Year 2024-25
6	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
A	details of the source of funds in connection with the proposed transaction Own Funds	NA
B	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	NA
C	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	NA
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
7	Justification as to why the RPT is in the interest of the listed entity	This will help in reducing the immediate debt service obligation and frees up cash for operations, growth, or other obligations.

Sr. No.	Particulars	Details
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA
9	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

A2. Transaction between the Company and Niyman Mall Management Company Private Limited ("Niyam")

Sr. No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Niyman Mall Management Company Private Limited ("Niyam") Company and Niyam have common promoters Accordingly, Niyam is a related party of the Company pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
2	Name of Director(s) or Key Managerial Personnel who is related, if any	NA
3	Type, tenure, material terms and particulars	1. Unsecured Loans (Inter corporate Borrowing) 2. Repayable in three instalments as follows: • First instalment on or before June 30, 2026 • Second instalment on or before June 30, 2027 • Third instalment on or before June 30, 2028 3. Interest- 12% p.a
4	Value of the transaction	Rs. 600.00 Lakhs (Rupees Six Hundred Lakhs only)
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	5.04% of the annual turnover of the Company for the Financial Year 2024-25
6	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
A	details of the source of funds in connection with the proposed transaction Own Funds	NA
B	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	NA
C	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	NA

Sr. No.	Particulars	Details
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
7	Justification as to why the RPT is in the interest of the listed entity	This will help in reducing the immediate debt service obligation and frees up cash for operations, growth, or other obligations.
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA
9	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

A3. Transaction between the Company and Future Market Network Limited

Sr. No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Future Market Network Limited ("FMNL") Company and FMNL have common promoters Accordingly, FMNL is a related party of the Company pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
2	Name of Director(s) or Key Managerial Personnel who is related, if any	NA
3	Type, tenure, material terms and particulars	1. Unsecured Loans (Inter corporate Borrowing) 2. Repayable in three instalments as follows: • First instalment on or before June 30, 2026 • Second instalment on or before June 30, 2027 • Third instalment on or before June 30, 2028 3. Interest- 12% p.a
4	Value of the transaction	Rs. 459.71 Lakhs (Rupees Four Hundred Fifty Nine Lakhs and Seventy One Thousand only) Loan availed by the Company • In previous Years- Rs. 418.00 Lakhs • Interest of the previous years- Rs. 41.71 Lakhs
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	3.86% of the annual turnover of the Company for the Financial Year 2024-25
6	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
A	details of the source of funds in connection with the proposed transaction Own Funds	NA

Sr. No.	Particulars	Details
B	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	NA
C	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	NA
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
7	Justification as to why the RPT is in the interest of the listed entity	This will help in reducing the immediate debt service obligation and frees up cash for operations, growth, or other obligations.
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA
9	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

A4. Transaction between the Company and Suhani Mall Management Company Private Limited

1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Suhani Mall Management Company Private Limited ("Suhani") Company and Suhani have common promoters Accordingly, Suhani is a related party of the Company pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
2	Name of Director(s) or Key Managerial Personnel who is related, if any	NA
3	Type, tenure, material terms and particulars	1. Unsecured Loans (Inter corporate Borrowing) 2. Repayable in three instalments as follows: • First instalment on or before June 30, 2026 • Second instalment on or before June 30, 2027 • Third instalment on or before June 30, 2028 3. Interest- 12% p.a
4	Value of the transaction	Rs. 406.83 Lakhs (Rupees Four Hundred Six Lakhs and Eighty Three Thousand only) Loan availed by the Company • In previous Years- Rs. 380.00 Lakhs • Interest of the previous years- Rs. 25.83 Lakhs
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	3.41% of the annual turnover of the Company for the Financial Year 2024-25

Sr. No.	Particulars	Details
6	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
A	details of the source of funds in connection with the proposed transaction Own Funds	NA
B	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	NA
C	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	NA
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
7	Justification as to why the RPT is in the interest of the listed entity	This will help in reducing the immediate debt service obligation and frees up cash for operations, growth, or other obligations.
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA
9	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are in any way, financially or otherwise, concerned or interested in the proposed resolution, except to the extent of their respective shareholding or directorship, if any in the aforementioned entities.

By order of the Board of Directors
Praxis Home Retail Limited

Charu Srivastava
Company Secretary and Compliance Officer
 ACS No.27108

Place: Mumbai
Date: September 2, 2025
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