

PRAXIS

HOME RETAIL LIMITED

PRAXIS HOME RETAIL LIMITED

Registered and Corporate Office: 2nd Floor, Knowledge House, Shyam Nagar Off Jogeshwari-Vikhroli Link Road, Near Talav, Jogeshwari East, Mumbai – 400 060

Contact Person: Charu Srivastava, Company Secretary and Compliance Officer

Tel: + 91 22 4518 4399; **E-mail:** investorrelations@praxisretail.in; **Website:** www.praxisretail.in

Corporate Identity Number: L52100MH2011PLC212866

POSTAL BALLOT NOTICE

[Pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given, pursuant to Sections 108, 110 of the Companies Act, 2013 (the “**Act**”) and other applicable provisions, if any, of the Act read with rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standards on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (including any statutory modification(s) thereof from time to time or any re-enactment thereof for the time being in force), applicable and relevant circulars issued by the Ministry of Corporate Affairs (“**MCA**”) from time to time in this respect (hereinafter collectively referred to as “**MCA Circulars**”) and subject to other applicable laws and regulations, the resolutions as set out below are proposed to be passed by the shareholders of Praxis Home Retail Limited (the “**Company**”) by means of Postal Ballot, only by voting through electronic means (**remote e-voting**).

Explanatory Statement pursuant to Section 102 read with Section 108 and 110 of the Act pertaining to the resolution setting out material facts thereof, is annexed to and forms part of this Postal Ballot Notice.

In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice only in electronic form to those shareholders of the Company whose e-mail addresses are registered with the Company / Registrar & Transfer Agent (‘**RTA**’) / Depositories. Accordingly, physical copy of this Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the shareholders for this postal ballot process. The communication of the assent or dissent of the shareholders would take place only through the remote e-voting system. The detailed procedure for remote e-voting forms part of the ‘Notes’ section to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its shareholders, to enable them to cast their votes electronically and the Company has engaged the services of National Securities Depository Limited (‘**NSDL**’) for the purpose. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Board of Directors of the Company has appointed Mr. Anant Gude, a Practicing Company Secretary (Membership No. ACS 7219 and CP No. 18623), as the Scrutinizer for conducting the postal ballot process through e-voting in a fair and transparent manner.

Members desirous of exercising their votes through the remote e-voting process are requested to carefully read the instructions indicated in this Postal Ballot Notice and record their assent (FOR the resolutions) or dissent (AGAINST the resolutions) by following the procedure as stated in the Notes forming part of

the Postal Ballot Notice for casting of votes by remote e-voting not later than 5.00 p.m. on March 8, 2026

The e-voting facility will be available during the following period:

Remote E-voting	
Commencement of e-voting period	9.00 A.M. IST on Saturday, 7 February, 2026
Conclusion of e-voting period	5.00 P.M. IST on Sunday, 8 March, 2026
Cut-off date for eligibility to vote	Friday, January 30, 2026

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Sunday, 08 March, 2026 and will be disallowed thereafter.

The proposed resolution(s) shall be deemed to have been passed on the last date specified by the Company i.e. March 8, 2026, if approved by the members with stated/ required majority.

RESOLUTIONS BEING THE SPECIAL BUSINESS

1. To approve the appointment of Mr. Ravi Venkatraman (DIN: 00307328) as an Independent Director of the Company

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

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), pursuant to the recommendations of the nomination and remuneration committee and the approval of board of directors of the Company, the appointment of Mr. Ravi Venkatraman (DIN: 00307328), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from December 30, 2025, be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors, Company Secretary or Chief Financial Officer of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. To approve the appointment of Mr. Shashwat Nigam (DIN:10277690) as a Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the “Rules”), regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), including any statutory modification(s) to the Act, the Rules or the Listing Regulations from time to time or any re-enactment thereof for the time being in force, in accordance with the Articles of Association of the Company and pursuant to the recommendations of the nomination and remuneration committee as on January 30, 2026 and the

approval of board of directors as on January 30, 2026, Mr. Shashwat Nigam (DIN:10277690) who was appointed as an Additional Director of the Company and in respect of whom the Company has received a notice under section 160 of the Act from a member proposing the candidature of Mr. Shashwat Nigam for the office of Director, be and is hereby appointed as a Director of the Company liable to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer or Company Secretary of the Company (which term shall include any authorised committee thereof or empowered officials of the Company) be and is hereby authorised to do all such acts, deeds, things and matters and take all requisite steps and actions as may be necessary, proper and expedite to give effect to this resolution.”

3. To approve the remuneration and appointment of Mr. Shashwat Nigam (DIN:10277690) as a CEO & Whole-time Director of the Company.

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

RESOLVED THAT pursuant to section 197,198, 203 and all other applicable provisions of the Companies Act, 2013 (including the statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (**‘Act’**) read with Schedule V to the Companies Act, 2013 (**‘Schedule’**), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules made under the Act (**‘Rules’**) applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), in terms of the recommendations and approval of the Nomination and Remuneration Committee and Board of Directors of the Company and subject to the approvals of other authorities, if any, as may be necessary and required, consent of the members of the Company be and is hereby accorded to the appointment made by the Board of Directors of Mr. Shashwat Nigam as CEO & Whole-time Director of the Company for the period of 3 years w.e.f. February 03, 2026 at a remuneration and allowances in the scale of Rs.95 Lakhs to Rs. 2 Crores per annum on such terms and conditions as may be agreed between the Company and Mr. Shashwat Nigam or as may be prescribed under the applicable provisions of the Act, Schedule, Rules and Listing Regulations, with the powers to the Board (which term shall include Nomination and Remuneration Committee or any other committee empowered by the Board of Directors) to vary or increase the remuneration and allowances payable or to be provided to Mr. Shashwat Nigam including monetary value thereof as specified herein to the extent the Board may consider appropriate or as may be permitted or authorised in accordance with the provisions of the Act, Schedule, Rules or the Listing Regulations for the time being in force, provided however, that the remuneration payable to Mr. Shashwat Nigam shall be within such limits as may be approved by the shareholders and applicable laws.

RESOLVED FURTHER THAT in addition to the above remuneration and allowances, Mr. Shashwat Nigam shall be entitled to stock options under Praxis ESOP Plan 2024 as may deemed fit by the nomination and remuneration committee.

RESOLVED FURTHER THAT Mr. Shashwat Nigam be entitled to the following in addition to aforesaid remunerations:

- Contribution to the Provident Fund and payment of Gratuity as per the rules of the Company would not be included in the computation of ceiling on remuneration to the extent these are not taxable under the Income-tax Act, 1961;
- Encashment of earned leave at the end of the tenure/ leaving as per the rules of the Company.
- Re-imbursment of travelling expenditure/ fuel expenses for the business of the Company.
- Provisions of any telephone or mobile phone for the purpose of the business of the Company.

The value of perquisites would be evaluated as per Income Tax Rules, 1962 wherever applicable and at cost in the absence thereof.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the appointee, the Company does not earn any profits or earns inadequate profit as contemplated under the provisions of the Act, Rules or Schedule, the Company may pay to the appointee the above remuneration as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any and in compliance with Section II Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer or Company Secretary of the Company (which term shall include any authorised committee thereof or empowered officials of the Company) be and is hereby authorised to do all such acts, deeds, things and matters and take all requisite steps and actions as may be necessary, proper and expedite to give effect to this resolution.”

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

**Charu Srivastava
Company Secretary and Compliance Officer
Membership. No.: A27108**

Mumbai, February 6, 2026

Registered Office:

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

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

CIN: L52100MH2011PLC212866

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, if any, pertaining to the resolutions setting out material facts and reasons thereof, is annexed to this Postal Ballot Notice.
2. Members whose names appear on the Register of Members / List of Beneficial Owners received from National Securities Depository limited (NSDL) or Central Depository Services (India) Limited (CDSL) as on cut-off date being January 30, 2026 have been considered to be eligible for receiving this Postal Ballot Notice and remote e-voting.
3. For receiving copy of Postal Ballot Notice electronically, Shareholders who have not yet registered their email addresses are requested to send an email to rnt.helpdesk@in.mpms.mufg.com or investorrelations@praxisretail.in by mentioning the Shareholder Name, Folio No. / DP ID and Client ID.
4. In line with the MCA Circulars, this Postal Ballot Notice shall also be available on the Company's website www.praxisretail.in and can also be accessed from the 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. This Postal Ballot Notice is also being disseminated on the website of NSDL (agency for providing the remote e-voting facility) at www.evoting.nsdl.com.

5. Pursuant to the provisions of SEBI circular no. **SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37** dated March 16, 2023 w.r.t. "Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination", all the shareholders holding shares in physical form are requested to approach for furnishing their PAN, nomination, contact details, bank account details and specimen signature for their corresponding folio numbers etc. to the Registrar & Transfer Agents of the Company ("RTA") viz. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited in the format/mode as prescribed under above mentioned SEBI Circular. The shareholders can also reach the RTA at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 or Email at - rnt.helpdesk@in.mpms.mufg.com for any assistance. Shareholders holding shares in dematerialized form are requested to approach their respective Depository Participants for updating above mentioned details.
6. The Shareholders who hold share in physical form are advised to dematerialize their shares at earliest. Requests for any transfer of shares of the Company held in physical mode shall not be processed. However, SEBI vide its circular dated January 25, 2022 has advised listed companies and Registrar & Transfer Agents to issue shares in dematerialized form while processing service requests for transmission, transposition, issue of duplicate certificates, renewal, splitting, consolidation of share certificate etc.
7. Pursuant to MCA Circulars, the Notice is being sent to the shareholders of the Company only by email. The shareholders holding shares in physical form or other shareholders who have not registered their email address with the Company/ RTA can get the same registered by approaching the RTA viz. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Email ID - rnt.helpdesk@in.mpms.mufg.com in mentioning name & address of the shareholders along with a self-attested copy of the PAN card and any valid address proof. Shareholders holding shares in demat form are requested to update their email address with their Depository.
8. During the remote e-voting period, all documents referred to in this Notice and other relevant documents would be available for inspection by the Shareholders in electronic mode only and may be inspected by sending a request to that regard at investorrelations@praxisretail.in
9. The last date of the remote e-voting i.e. March 8, 2026, shall be the date on which the resolutions would be deemed to have been passed, if requisite majority of votes in favour are received.
- 10.A Shareholder need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.

11. Voting through electronic means:

In terms of Regulation 44 of the Listing Regulations and Section 108 and Section 110 of the Act, the Rules, MCA Circulars, SS-2 and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 (SEBI Circular), the Company is pleased to provide the e-voting facility to its shareholders holding shares in physical or dematerialized form, as on the cut-off date, being January 30, 2026 to exercise their right to vote by electronic means on the businesses specified in this Postal Ballot Notice. For this purpose, the Company has availed a facility from NSDL for voting through electronic means.

The remote e-voting period commences on February 7, 2026 at 9:00 a.m. and shall end on

March 8, 2026 at 5:00 p.m. During this period, shareholders holding shares as on the cut-off date may cast their vote(s) electronically. The e-voting module shall be disabled by NSDL after 5:00 p.m. on March 8, 2026. Once the vote on a resolution is cast by a shareholder, no change therein shall be allowed subsequently.

A person who is not a shareholder as on cut-off date should treat this Postal Ballot Notice for information purposes only. The voting rights of the shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

The Board of Directors of the Company has appointed Mr. Anant Gude - Company Secretary in Whole-time Practice (Membership No. ACS 7219 and CoP No. 18623), as the Scrutinizer for conducting the postal ballot process through e-voting in a fair and transparent manner. The said Scrutinizer will submit his report to the Chairman after conclusion of the voting period. The results of remote e-voting shall be declared within 2 working days of conclusion of remote e-voting period on and before March 10, 2026 in accordance with regulation 44(3) of the Listing Regulations. The voting results along with the Scrutinizer’s report, will be hosted on the websites of the Company i.e. www.praxisretail.in besides being communicated to Stock Exchanges, Depositories and Registrar and Transfer Agents.

12. Appointment of proxies by the shareholders is not permissible for the resolution(s) proposed under this Postal Ballot Notice.

13. General Instructions for remote e-voting:

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.js. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 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

	<p>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.</p> <ol style="list-style-type: none"> 3. 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 4. 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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<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 user 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	<p>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.</p> <p>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 evoting 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	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.

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.com 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 toll free no. 1800-21-09911

B) Login Method 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**

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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 or send a request 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 shareholders 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 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.

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

Item No. 1

The Nomination and Remuneration Committee, after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors and pursuant to the provisions of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, recommended to the Board of Directors, appointment of Mr. Ravi Venkatraman (DIN: 00307328) as an Independent Director of the Company. The Board of Directors, vide circular resolution dated December 29, 2025 considered the recommendation and appointed Mr. Ravi Venkatraman (DIN: 00307328), with effect from December 30, 2025, as an Additional Director, designated as an Independent Director of the Company. The Board of Directors also approved that the term of office of Mr. Ravi Venkatraman as an Independent Director will be for 5 (five) consecutive years from December 30, 2025, subject to the approval of members of the Company. Mr. Ravi Venkatraman is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Ravi Venkatraman that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Ravi Venkatraman for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Ravi Venkatraman fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Ravi Venkatraman is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director.

Mr. Ravi Venkatraman, a Chartered Accountant (ACA), Cost Accountant (ICWA), and Commerce graduate, is a seasoned finance professional with over four decades of extensive experience in the BFSI sector. He retired in July 2020 as Executive Director & Chief Financial Officer of Mahindra & Mahindra Financial Services Limited, where he played a pivotal role in corporate strategy, capital raising, governance, risk management, regulatory engagement, and technology transformation. He was part of the core team involved in setting up and growing several Mahindra Group financial services entities, including Mahindra Rural Housing Finance, Mahindra Insurance Brokers, Mahindra Manulife Mutual Fund, and Mahindra Finance USA. A respected board professional, he has served on the boards of multiple listed and unlisted companies across financial services, insurance, asset management, fintech, and banking sectors and continues to hold independent directorships and advisory roles. He has received numerous national and international recognitions for excellence in finance, leadership, and corporate governance.

Details of Mr. Ravi Venkatraman pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “Annexure A” to this Postal Ballot Notice.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated

under Section 197 of the Act.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mr. Ravi Venkatraman as an Independent Director requires approval of members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Ravi Venkatraman as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for appointment of Mr. Ravi Venkatraman as an Independent Director of the Company.

Copy of the letter of appointment issued to Mr. Ravi Venkatraman setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to investorrelations@praxisretail.in.

Mr. Ravi Venkatraman is interested in the resolution set out in this Postal Ballot Notice with regard to his appointment. Relatives of Mr. Ravi Venkatraman may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the Special Resolution set out in this Postal Ballot Notice for approval by the members.

Annexure A to the Postal Ballot Notice

Name	Mr. Ravi Venkatraman
Age	66 years
Qualifications	Chartered Accountant , Cost Accountant, and Commerce graduate
Experience (including expertise in specific functional area) / Brief Resume	He is a seasoned finance professional with over four decades of extensive experience in the BFSI sector. He retired in July 2020 as Executive Director & Chief Financial Officer of Mahindra & Mahindra Financial Services Limited, where he played a pivotal role in corporate strategy, capital raising, governance, risk management, regulatory engagement, and technology transformation. He was part of the core team involved in setting up and growing several Mahindra Group financial services entities, including Mahindra Rural Housing Finance, Mahindra Insurance Brokers, Mahindra Manulife Mutual Fund, and Mahindra Finance USA. A respected board professional, he has served on the boards of multiple listed and unlisted companies across financial services, insurance, asset management, fintech, and banking sectors and continues to hold independent directorships and advisory roles. He has received numerous

	national and international recognitions for excellence in finance, leadership, and corporate governance
Terms and Conditions of Appointment	As per the resolution set out in this Postal Ballot Notice read with statement pursuant to Section 102 of the Act
Remuneration last drawn (including sitting fees, if any) (FY2024-25)	Not Applicable
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.
Date of first appointment on the Board	December 30, 2025
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company
Number of meetings of the Board attended	FY2024-25: Not Applicable FY2025-26: One meeting
Directorships of other Boards as on date of Postal Ballot Notice	<ol style="list-style-type: none"> 1. SML Mahindra Limited 2. Aditya Birla Sun Life Pension Fund Management Limited 3. Arisunitern RE Solutions Private Limited 4. SBFC Finance Limited 5. Zurich Kotak General Insurance Company (India) Limited 6. Kotak Mahindra Prime Limited 7. Avanse Financial Services Limited 8. Bajaj Finserv Mutual Fund Trustee Limited 9. Sarvagram Solutions Private Limited
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	Refer Annexure B
Listed entities from which the Director has resigned in the past three years	<ol style="list-style-type: none"> 1. ESAF Small Finance Bank Limited 2. Arisinfra Solutions Limited

Annexure B

Name of the Company	Public/ Private (Subsidiary of Public Company)	Listed/ Unlisted	Name of the Committee	Chairman/ Member
SML Mahindra Limited	Public	Listed	Audit Committee	Chairman
			Nomination and remuneration committee	Member

			Risk Management Committee	Chairman
SBFC Finance Limited	Public	Listed	Audit Committee	Chairman
			Stakeholders Relationship Committee	Member
			Risk Management Committee	Member
			IT Strategy Committee	Member
			CSR Committee	Member
Aditya Birla Sun Life Pension Fund Management Limited	Public	Unlisted	Audit Committee	Member
			Investment Committee	Member
Zurich Kotak General Insurance Company (India) Limited	Public	Unlisted	Audit Committee	Chairman
			Nomination and remuneration committee	Chairman
			Policy holders' protection and products planning	Chairman
			Risk Committee	Chairman
Kotak Mahindra Prime Limited	Public	Unlisted	Audit Committee	Chairman
			Nomination and remuneration committee	Member
			CSR Committee	Member
			Risk Management Committee	Member
Avanse Financial Services Limited	Public	Unlisted	Audit Committee	Chairman
			CSR Committee	Member
			Risk Management Committee	Member
			IPO Committee	Member
Bajaj Finserv Mutual Fund Trustee Limited	Public	Unlisted	Audit Committee	Member
			Risk Management Committee	Chairman

Item No. 2 & 3

The Board of Directors of the Company has appointed Mr. Shashwat Nigam as an additional director (whole-time) & as a CEO with effect from February 03, 2026 for a period of three years in accordance with the provisions of the Companies Act, 2013 in terms of the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 and Articles of Association of the Company. A notice is received by the Company from a member proposing the candidature of Mr. Shashwat Nigam as a Director liable to retire by rotation. The Company has received necessary declaration and consent from the proposed appointee in terms of the provisions of the Companies Act, 2013. Brief profile of Mr. Shashwat Nigam is given in subsequent para of this statement.

The brief details about the proposed appointment & remuneration of Ms. Shashwat Nigam are given herein:

Tenure of Appointment	February 03, 2026 to February 02, 2029
Nature of Duties	<ul style="list-style-type: none"> The CEO & WTD operates under the supervision and control of the Board of

	<p>Directors, managing the business and affairs of the Company. Powers are exercised by him as delegated by the Board, subject to limitations imposed by the Act, the Memorandum and Articles of Association, or resolutions passed by the Board or the Company in General Meeting.</p> <ul style="list-style-type: none"> The CEO & WTD shall devote full time and attention to the Company's operations, acting in the best interest of the Company
Other Conditions	<ul style="list-style-type: none"> The terms and conditions governing the appointment of the CEO & WTD include provisions requiring adherence to the Company's Code of Conduct and the maintenance of confidentiality. Furthermore, all Company Policies and associated Rules applicable to other employees of the Company shall also apply to the CEO & WTD, except where expressly stated otherwise.
Remuneration	
Particulars	Details (Amount in INR)
Fixed salary	95 Lakhs to 2 crores
Variable salary	30,00,000
Leave Travel Allowance	As per company's policy
Gratuity	As per Statutory Regulation
Medical Insurance	Medical Insurance as per the applicable Company Policy
ESOP	As may be determined by Nomination and remuneration committee and Board
Leave Encashment	Leave and encashment of unavailed leave as per Company Policy
Other conditions	<p>Except with the permission of the Shareholders, the remuneration paid shall not exceed the limits specified under the provisions of Section 197 and other applicable provisions of the Act read with Schedule V of the Act.</p> <p>Mr. Nigam shall not be entitled to sitting fees for attending the meetings of the Board of Directors or Committees thereof.</p> <p>The remuneration mentioned above is at the time of his appointment in the Company. The Board and/or the Nomination and Remuneration Committee of the Company are authorised to determine the increments, if any during the subsequent years and the increments, allowances, bonus and shares grant shall be linked to achievement of targets set by the Company and the performance of the incumbent.</p>

	Any variation to the terms and conditions of this appointment and remuneration, including basic salary, fixed remuneration, bonus, perquisites including shares grant and allowances, if any will be subject to review and approval of the Board and/or the Nomination and Remuneration Committee and the Shareholders (if applicable), in accordance with the applicable law, including the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).
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Disclosure as required under Schedule V to the Companies Act, 2013:

I. General Information:

- **Nature of Industry** - Retail
- **Date or expected date of Commercial Production** - N.A.
- **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus** - N.A.
- **Financial performance**

(Rs.in lakh)

Particular	For the year ended		
	31 st March 2025	31 st March 2024	31 st March 2023
Total Income	15,811.65	22,593.93	39,541.66
Total Expenses	19,309.50	30,326.66	44,753.33
Profit/ (Loss)	(3,497.85)	(8,571.25)	(2,101.39)

- **Foreign Investments or collaborations**

The Company does not have any strategic foreign investments or collaborations. Since the Company is listed on the stock exchanges, the shareholding of FPI/ FII/ foreign nationals is subject to vary from time to time in view of trading/ investment activities by such FPI/ FII/ foreign nationals, as the case may be.

II. Information about the Appointee

- **Background details**

Mr. Nigam has done a post-graduate program in Management from Indian School of Business (ISB), Hyderabad and holds B.Tech degree in Mechanical Engineering from IIT BHU, Varanasi.

Mr. Shashwat Nigam is a seasoned P&L owner and operator with over 18 years of experience, combining entrepreneurial agility with large-enterprise rigour. He has a strong track record of organising businesses, restoring performance, and wiring operations for sustainable scale, making him well suited to lead the Company at this pivotal stage.

Across his career, Mr. Nigam has built and scaled consumer-centric businesses, driven profitability improvement, strengthened vendor and ecosystem partnerships, and institutionalised execution discipline across complex operating environments.

Mr. Shashwat Nigam has worked with the management team of the Company over the last 7 months as a consultant and part of management advisory committee. Mr. Nigam has initiated key turnaround actions, including organisation restructuring, KPI-driven execution, cash-flow prioritisation, technology stabilisation, category availability improvement, and active engagement with business stakeholders.

Prior to Praxis Home Retail Limited, Mr. Nigam led the ₹3,000 crore national retail business at Entero Healthcare, where he integrated multiple acquisitions into a unified, performance-managed organisation and supported the company's IPO journey. He has been instrumental in building zero-to-one ventures—InDepot (backed by Livspace) and Open Secret, an omnichannel consumer marketplace.

Earlier, Mr. Nigam spent 14 years with Hindustan Unilever Limited, where he held leadership roles across modern trade, supply chain, procurement, and digital transformation, contributing to large-scale capability building and operational excellence.

- **Past Remuneration**

Prior to his proposed appointment, Mr. Shashwat Nigam was working in the capacity of Business Transformational Consultant and was paid a consultancy fees of Rs. 7 Lakhs per month.

- **Recognition and Awards - None**

- **Job profile and his suitability**

Mr. Shashwat Nigam has worked with the management team of the Company over the last 7 months as a consultant and part of management advisory committee. Mr. Nigam has initiated key turnaround actions, including organisation restructuring, KPI-driven execution, cash-flow prioritisation, technology stabilisation, category availability improvement, and active engagement with business stakeholders.

- **Remuneration proposed**

In the scale of Rs. 95 Lakhs to Rs. 2 crores in addition to the perquisite/ benefits as proposed in the resolution.

Further, Mr. Shashwat Nigam may be granted ESOP under Employee stock option scheme 2024 as may be deemed fit by the nomination and remuneration committee and Board.

- **Comparative remuneration profile with respect to industry, size of company, profile of the position and person**

The organised retail industry has seen tremendous growth over the last couple of decade. The Board is of the opinion that there will be growing demands in furniture and home décor products in future in view of growing household income and higher spending on home décor products. Hence, in recent time, demand of professionals having such expertise has increased manifold along with remuneration being offered to them. Hence, the Board believes that the proposed remuneration is appropriate in view of the experience and skills possessed by Mr. Shashwat

Nigam and also commensurate with the industry standards.

- **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**

Mr. Shashwat Nigam has been associated with the Company since July 2025 and drawing consultancy fees as per the terms of appointment. He does not have relationship with any other managerial personnel.

III. Other information

- **Reasons of loss or inadequate profits**

The Company's operations are running into losses due to liquidity position, reduced number of stores, inadequate inventory and constant fixed costs.

- **Steps taken or proposed to be taken for improvement**

The Company has taken various steps to rationalize the overall costs. The Company has also been managing inventory by resizing, rebalancing product range and portfolio in order to reduce the slow moving inventory and promote the fast moving inventory at the stores.

- **Expected increase in productivity and profits in measurable terms**

The Company's operations largely relate to robust consumer demand and spending and rapidly changing consumer behaviour. Even under the best of circumstances, the costs of raw materials always represent an issue for furniture manufacturers. Volatile raw material prices are expected to pose further challenges in near future. The raw materials and other input costs are anticipated to rise further and face volatility. Further, the Company's inventory largely depends upon import for other countries and hence, geopolitical situations would affect the smooth supply and costs of materials. In view of this, it is not predictable to measure impact of the various steps taken by the Company to become profitable.

Information as required pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2)

- Age: 43 years
- Date of first appointment on the Board: February 03, 2026
- Qualifications: Mr. Shashwat Nigam has done a post-graduate program in Management from Indian School of Business (ISB), Hyderabad and holds B.Tech degree in Mechanical Engineering from IIT BHU, Varanasi.
- Brief resume including experience and expertise in specific functional area: As detailed above
- Terms and conditions of appointment / re-appointment: For a period of 3 years and directorship will be liable to retirement by rotation.
- Number of Board meetings attended during the year 2025-26: 1 (one)
- Directorship in other companies: None
- 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 public companies: None
- Shareholding: Nil.
- Relationship with other Directors / Key Managerial Personnel(s): None
- Remuneration: As proposed in the resolution

- Manner in which the appointee meets the requirements of skill and capability required for the role: detailed above

The Board recommends the resolutions set out at item No. 2 and 3 of the accompanying Postal Ballot Notice for approval of the Members by way of Ordinary Resolution and Special Resolution, respectively.

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 resolutions. Mr. Shashwat Nigam to whom the proposed resolutions relate, is considered to be interested to the extent of his entitlement for the proposed remuneration, perquisites and other ancillary benefits as per the applicable laws.

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

**Charu Srivastava
Company Secretary and Compliance Officer
Membership. No.: A27108**

Mumbai, February 6, 2026

Registered Office:

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

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

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