



PRAXIS HOME RETAIL LIMITED

CIN: L52100MH2011PLC212866

Regd. Off.: 2nd Floor, Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai-400060.
Tel: +91 22 4518 4399; website: www.praxisretail.in; email: investorrelations@praxisretail.in

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Praxis Home Retail Limited will be held on **Thursday, March 13, 2025 at 11:30 A.M.** through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) to transact the following business:

Special Business:

1. To issue Equity Shares on a Preferential Basis

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

“**RESOLVED THAT** pursuant to and in accordance with the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made under the Act (the “**Rules**”), provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) (including any amendments made to the Act, Rules, the SEBI ICDR Regulations and the Listing Regulations from time to time, any re-enactments thereof for the time being in force or applicable and relevant notifications, circulars, guidelines, orders issued or any directions or clarifications given thereunder), provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approvals, permissions and consents of any other regulatory authorities including but not limited to the Securities and Exchange Board of India, Stock Exchanges, Ministry of Corporate Affairs, Depositories and other relevant regulatory and statutory authorities (including any notifications, circulars, guidelines, orders issued or any directions or clarifications given), wherever necessary, subject further to such terms and conditions as may be prescribed by any of them while granting such approvals, permissions and consents which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any empowered or authorised committees thereof to exercise its powers including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot 52,88,900 (Fifty Two Lakh Eighty Eight Thousand Nine Hundred) equity shares of face value of Rs.5/- each in the Company (the “**Equity Shares**”) at an issue price of Rs.23.19/- (Rupees Twenty Three and Paise Nineteen only) per Equity Share including a premium of Rs.18.19/- (Rupees Eighteen and Paise Nineteen only) per Equity Share, not being less than the price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, aggregating to Rs.12,26,49,591/- (Rupees Twelve Crore Twenty Six Lakh Forty Nine Thousand Five Hundred and Ninety One only) on a preferential basis to the following persons/ entities (“**Proposed Allottees**”) consequent upon conversion of their existing outstanding dues:

Name of the Proposed Allottee	Category of the Proposed Allottee*	No. of Equity Shares proposed to be issued	Consideration (Rs.)
Space Wood Furnishers Private Limited	Body Corporate	21,81,900	5,05,98,261
Furniture Kraft International Private Limited	Body Corporate	17,31,500	4,01,53,485
A B M Wood Décor Private Limited	Body Corporate	8,06,500	1,87,02,735
Peps Industries Private Limited	Body Corporate	3,32,000	76,99,080
Bianca Home LLP	Limited Liability Partnership	2,37,000	54,96,030

* None of the Proposed Allottees belongs to Promoter Group.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the 'relevant date' for determining the floor price of Equity Share proposed to be issued be February 11, 2025, being the date 30 days prior to the date of this meeting.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted to on a preferential basis shall, inter alia, be subject to the following:

- The Equity Shares be issued and allotted by the Company in dematerialized form;
- The Equity Shares allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
- The Equity Shares be issued and allotted, in one or more tranches, but within a period of 15 days from the date of passing of this special resolution. However, where any regulatory approval is necessary or required for the purpose, the issue and allotment shall be completed within a period of 15 days from the date of receipt of the last of such approvals;
- The Equity Shares shall rank pari-passu in all respect with the existing equity shares of the Company including as to dividend and subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- The pre-preferential allotment holding, if any, of the Proposed Allottees and Equity Shares to be allotted pursuant to this resolution shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- The Equity Shares be listed on BSE Limited and the National Stock Exchanges of India Limited (together the "**Stock Exchanges**") where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, and be governed by the regulations and guidelines issued by SEBI or the Stock Exchanges or any other relevant authority.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the names of the Proposed Allottees shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions, together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem appropriate, necessary or desirable, including but not limited to vary, modify or alter any of the relevant terms and conditions including the size of the preferential issue, negotiating and finalising any of the terms of issue, performing any requisite actions and executing the relevant agreements and such other related documents (including amendments and novation thereto), provide any clarifications related to offer, issue and allotment of Equity Shares, listing of Equity Shares on Stock Exchanges, authorise any of its officials or directors or other persons to finalize and execute any agreements, offer letter, letter of allotment, all writings, instruments and such other documents, statement of utilisation of proceeds of the preferential issue and any incidental matter thereto, without being required to seek any further consent or approval of the members or otherwise to the effect and intent that they shall be deemed to have been given expressly under the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee or director or official of the Company or any other person and generally to do all such acts, deeds and things as may be required in connection with this resolution including execution of any documents on behalf of the Company and to represent the Company before any Government or regulatory/ statutory authorities and to appoint/engage any agency, professional, valuer, advisor, banker, consultant and advocate and enter into and execute all necessary and requisite arrangements, agreements, memoranda and such other documents and further authorised to make requisite filing with statutory or regulatory authorities, Governments, depositories, RBI, SEBI, Stock Exchanges and/or any other authorities to give effect to this resolution and to take all actions which may be incidental, ancillary, consequential or relevant to give effect to this connection.

RESOLVED FURTHER THAT all actions taken by the Board, any Director or official of the Company or any other person in connection with any matters referred to or contemplated in this resolution or any agreement or document relevant to the preferential issue of the Equity Shares be and are hereby ratified, approved and confirmed in all respect.”

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

Sd/-

Vimal Dhruve

Company Secretary

ACS No. 20009

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

Mumbai, February 14, 2025

Notes:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023 and No.09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars') have permitted holding of EGM by companies through VC / OAVM, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and consequent circulars issued by SEBI in this respect, the EGM of the Company is being conducted through VC/OAVM.
2. Since this EGM is being held pursuant to the MCA Circulars through VC/ OAVM, requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars, a facility for the appointment of proxies by the Members will not be available for this EGM hence, proxy form, attendance slip and route map of EGM are not annexed to this Notice.
3. In pursuance of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting, for participation and voting in the EGM held through VC/OAVM facility. Institutional Members/ Corporate Members (i.e. other than individuals, HUFs, NRIs etc.) are required to send a scanned copy of their respective Board or governing body resolution, Authorisations etc. to attend the EGM through VC/OAVM and to vote through remote e-Voting. The said Resolutions/ Authorisations shall be sent to the Scrutiniser by e-mail at ngvg@rediffmail.com with a copy marked to evoting@nsdl.com.
4. The Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, if any, pertaining to the resolution setting out material facts and reasons thereof, is annexed to this Notice.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and also after the scheduled time of the commencement of the EGM by following the procedure mentioned in this Notice.
6. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In compliance with the said MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice shall also be available on the Company's website www.praxisretail.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice of EGM shall also be available on the website of NSDL (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.

8. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection electronically up to the date of EGM. The relevant Registers maintained under the Act and required to be placed at the EGM will be available electronically for inspection by the Members during the EGM. Members seeking to inspect such documents can send an email to investorrelations@praxisretail.in
9. Members seeking any information with regard to the matter to be placed at the EGM, are requested to write to the Company at investorrelations@praxisretail.in well before the date of EGM to enable the management to reply suitably.
10. For receiving all electronic communication from the Company:
 - a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investorrelations@praxisretail.in or rnt.helpdesk@in.mpms.mufg.com
 - b) Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participant.
11. The Company is pleased to provide to the Members, a facility to exercise their right to vote at this EGM by electronic means and the business may be transacted through remote e-voting services provided by National Securities Depositories Limited (NSDL). Further, the facility for voting through electronic voting system will also be made available at the EGM and Members who have not cast their vote by remote e-voting will be able to do so at the EGM.

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

The remote e-voting period begins on March 10, 2025 at 9:00 a.m. and shall end on March 12, 2025 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. March 6, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date.

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

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under

Type of shareholders	Login Method
	<p>'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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 or joining virtual meeting & voting during the meeting.

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 Shareholders holding securities in demat mode for any technical issues related to login through Depository:

Login type	Helpdesk details
Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ngvg@rediffmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorrelations@praxisretail.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelations@praxisretail.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that 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. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@praxisretail.in. The shareholders who do not wish to speak during the EGM but have queries may send their queries during the said period, prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@praxisretail.in. These queries will be replied to by the Company suitably by email. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the EGM.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
8. If any votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the Meeting.

OTHER INSTRUCTIONS:

1. For queries or issues regarding attending EGM & e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.com or contact at toll free no. 022 - 4886 7000 and 022 - 2499 7000.
2. All grievances connected with the facility for voting by electronic means may be addressed to Ms.Pallavi Mhatre, Sr. Manager, National Securities Depository Limited (NSDL), Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 or send an email to helpdesk.evoting@nsdl.com or or contact at toll free no. 022 - 4886 7000 and 022 - 2499 7000.
3. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the **cut-off date i.e. March 6, 2025** may follow the same instructions as mentioned above for remote e-Voting.

4. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date i.e. March 6, 2025** may follow the same instructions as mentioned above for remote e-Voting and a person who is not a member as on the cut-off date should treat the Notice for information purposes only.
5. The Company has appointed Mr. Anant Gude, Practicing Company Secretary (M. No. ACS 7219 and COP No. 18623) of M/s. Anant Gude & Associates, Company Secretaries, Mumbai as Scrutiniser, to scrutinise the voting process, in a fair and transparent manner.
6. The Scrutiniser shall, immediately after the conclusion of voting at the EGM, scrutinize the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting and submit, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson of the Company or a person authorized by him in writing, who shall countersign the same. The Chairperson or a person authorized by him in writing shall declare the result of the voting forthwith not later than two working days of the conclusion of the Meeting.
7. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.praxisretail.in and on the website of NSDL www.evoting.nsdl.com and shall simultaneously be forwarded to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited. The result of the voting will also be displayed at the Notice Board at the Registered Office of the Company.

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

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

Item No. 1

The Board of Directors of the Company, at its meeting held on February 12, 2025, subject to the approval of the members of the Company and other necessary statutory and regulatory approval(s), has approved the proposal for issuance and allotment of equity shares of face value of ₹ 5/- (Rupees Five only) each ("**Equity Shares**"), for a consideration upon conversion of existing outstanding dues aggregating up to Rs.12,26,50,000/- (Rupees Twelve Crore Twenty Six Lakh Fifty Thousand only) on preferential basis in accordance with the relevant provisions of applicable laws. Pursuant to the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the minimum price at which Equity Shares can be issued is arrived at Rs.23.19/- (Rupees Twenty Three and Paise Nineteen only) and accordingly, 52,88,900 Equity Shares are proposed to be issued and allotted at an issue price of Rs.23.19/- (Rupees Twenty Three and Paise Nineteen only) for an aggregate consideration of Rs.12,26,49,591/- (Rupees Twelve Crore Twenty Six Lakh Forty Nine Thousand Five Hundred Ninety One only) against the trade payable by the Company to the Proposed Allottees.

In terms of Section 62(1)(c) read with Section 42 of the Act read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Regulation 160 of SEBI ICDR Regulations, a special resolution needs to be passed by Members prior to issue of Equity Shares on preferential basis and hence, approval of the Members by way of a special resolution is being sought. The Equity Shares proposed to be issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing equity shares of the Company including that of dividend.

The information as required under Chapter V of SEBI ICDR Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is given below:

A) Objects of the Preferential issue

The Company proposes to issue and allot 52,88,900 Equity Share of Rs.5/- each against the outstanding trade liabilities of the Company aggregating to Rs.12,26,49,591/- towards the Proposed Allottees. The Company's operational performance is subdued since last few quarters on account of short supply of the merchandise because of outstanding dues to the trade creditors. The issue and allotment of Equity Shares against the trade payables are expected to result in reduction of trade liabilities, quick replenishment and smooth operations at stores.

B) Maximum number of specified securities to be issued and Pricing of the Preferential Issue

The Company proposes to issue and allot 52,88,900 Equity Shares of face value of Rs.5/- (Rupees Five only) each, at an issue price of Rs.23.19/- (Rupees Twenty Three and Paise Nineteen only) per Equity Share including a premium of Rs.18.19/- (Rupees Eighteen and Paise Nineteen only) per Equity Share, aggregating to Rs.12,26,49,591/- (Rupees Twelve Crore Twenty Six Lakh Forty Nine Thousand Five Hundred Ninety One only) on preferential basis. Pricing of the Equity Shares are in compliance with the relevant provisions of the Act and Chapter V of the SEBI ICDR Regulations.

C) Intention of Promoters / Directors / KMPs/ Senior Management to subscribe to the offer:

No Director or KMP or Senior Management personnel has any intention to subscribe to the offer. Further, none of them is related to the Proposed Allottees.

D) Basis on which the price has been arrived at

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited (together the "**Stock Exchanges**") and are frequently traded in terms of the SEBI ICDR Regulations. Further, NSE being the stock exchange where the highest trading volume is recorded during 90 trading days preceding the relevant date. Accordingly, the price of equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- The 90 trading days' volume weighted average price of the equity shares of the Company quoted on NSE, preceding the relevant date which is arrived at Rs.23.19/-; or

- The 10 trading days' volume weighted average price of the equity shares of the Company quoted on BSE preceding the relevant date which is arrived at Rs.17.07/-;

Accordingly, the floor price in terms of regulation 164 of the SEBI ICDR Regulations is Rs.23.19/- (Rupees Twenty Three and Paise Nineteen only) per equity share, being highest of above. Further, Articles of Association of the Company does not contain any provision pertaining to determination of issue price of any securities of the Company.

The Equity Shares proposed to be issued and allotted at a price of Rs.23.19/- per Equity Share, which is not less than the price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations. The relevant date for determining the floor price of equity share is February 11, 2025, being the date 30 days prior to the date on which this meeting of the Members is held to consider the preferential issue.

E) Amount which the Company intends to raise by way of such securities.

The aggregate amount from the proposed issue and allotment of Equity Shares under the preferential basis is Rs.12,26,49,591/- shall be adjusted and appropriated against the outstanding dues of the Company to the Proposed Allottees.

F) Relevant Date

The "relevant date" for the offer, issue and allotment of Equity Shares by way of a preferential issue, as per the SEBI ICDR Regulations for determination of minimum price for the issue of Equity Shares is February 11, 2025, being the 30th day prior to the date of the general meeting which is being convened to approve the special resolution.

G) Shareholding Pattern before and after the proposed preferential issue (*Non-diluted*)

Sr.	Category	Pre-issue		Proposed to be issued	Post Issue	
		No.	%		No.	%
A	Promoters' holding					
1	Indian					
	Individuals	69,91,989	5.17	-	69,91,989	4.98
	Bodies corporate	2,85,12,746	21.09	-	2,85,12,746	20.29
	Sub-Total	3,55,04,735	26.26	-	3,55,04,735	25.27
2	Foreign	-	-	-	-	-
	Sub-total (A)	3,55,04,735	26.26	-	3,55,04,735	25.27
B						
1	Institutional investors	30,34,396	2.24	-	30,34,396.16	2.16
2	Non-institution					
	Private corporate bodies	3,15,00,320	23.30	50,51,900	3,65,52,220	26.01
	Directors and relatives	369	0.00	-	369	0.00
	Indian public	5,69,32,486	42.10	-	5,69,32,486	40.52
	Others (including NRIs)	82,45,878	6.10	2,37,000	84,82,878	6.04
	Sub-total (B)	9,97,13,449	73.74	52,88,900	10,50,02,349	74.73
	Grand Total (A+B)	13,52,18,184	100.000	52,88,900	14,05,07,084	100.00

Notes:

1. The pre-issue shareholding pattern is given based on the beneficiary position as on February 7, 2025 received by the Company from its Registrar & Transfer Agent;
2. The above shareholding pattern does not include existing 45,07,629 warrants which have not been exercised for conversion into equity shares.
3. The post issue shareholding is prepared on the basis only taking into account of issuance of Equity Shares to be issued and allotted on a preferential basis. Since the equity shares of the Company are listed on the Stock Exchanges, post-issue pattern may change due to trading/investment activities by the shareholders (other than the promoters) and issuance of new shares upon exercise of stock options and convertible warrants issued by the Company.

H) Shareholding Pattern before and after the proposed preferential issue (fully diluted).

Sr.	Category	Pre-issue		Proposed to be issued	Post Issue	
		No.	%		No.	%
A	Promoters' holding					
1	Indian					
	Individuals	69,91,989	5.00	-	69,91,989	4.82
	Bodies corporate	2,85,12,746	20.41	-	2,85,12,746	19.66
	Sub-Total	3,55,04,735	25.41	-	3,55,04,735	24.48
2	Foreign	-	-	-	-	-
	Sub-total (A)	3,55,04,735	25.41	-	3,55,04,735	24.48
B						
1	Institutional investors	30,34,396	2.17	-	30,34,396	2.09
2	Non-institution					
	Private corporate bodies	3,15,00,320	22.54	50,51,900	3,65,52,220	25.21
	Directors and relatives	369	0.00	-	369	0.00
	Indian public	5,69,32,486	40.75	-	5,69,32,486	39.26
	Others (including NRIs)	82,45,878	5.90	2,37,000	84,82,878	5.85
	Convertible Warrants (dilution factor)	45,07,629	3.23	-	45,07,629	3.11
	Sub-total (B)	10,42,21,078	74.59	52,88,900	10,95,09,978	75.52
	Grand Total (A+B)	13,97,25,813	100.00	52,88,900	14,50,14,713	100.00

Notes:

1. The pre-issue shareholding pattern is given based on the beneficiary position as on February 7, 2025 received by the Company from its Registrar & Transfer Agent;
2. Existing 45,07,629 warrants are assumed full conversion within the prescribed time by the warrant holders and shown under a separate category for clear understanding of diluting factor;
3. The post issue shareholding is prepared on the basis only taking into account of issuance of Equity Shares to be issued and allotted on a preferential basis. Since the equity shares of the Company are listed on the Stock Exchanges, post-issue pattern may change due to trading/investment activities by the shareholders (other than the promoters) and issuance of new shares upon exercise of stock options and convertible warrants issued by the Company.

I) Particulars of Proposed Allottees and identity of natural person(s) who are the ultimate beneficial owner of the Equity Shares proposed to be allotted and/or who ultimately controls the Proposed Allottees, the percentage of the post preferential capital that may be held by them and the changes in control, if any, in the Company consequent to the preferential issue

Name of the Proposed Allottee and (PAN)	Category	Ultimate Beneficial Owners	Pre-allotment shareholding	Post-allotment shareholding and (%) #
Space Wood Furnishers Private Limited (PAN: AACCS4955R)	Body Corporate (Non-Promoter)	Refer Note 1	Nil	21,81,900 (1.55%)
Furniture Kraft International Private Limited (PAN: AABCF1765H)	Body Corporate (Non-Promoter)	Refer Note 2	Nil	17,31,500 (1.23%)
A B M Wood Décor Private Limited (PAN: AAECA7185K)	Body Corporate (Non-Promoter)	Refer Note 3	Nil	8,06,500 (0.57%)
Peps Industries Private Limited (PAN: AABCP9569P)	Body Corporate (Non-Promoter)	Refer Note 4	Nil	3,32,000 (0.24%)
Bianca Home LLP (PAN: AATFB4680N)	Limited liability partnership (Non-Promoter)	Refer Note 5	Nil	2,37,000 (0.17%)

Post-allotment % is calculated basis the share capital structure without dilution on account of conversion of existing warrants.

Notes:

Basis the declaration given by the Proposed Allottees, the beneficial owners of the Proposed Allottees are identified as under:

1. Vivek Deshpande (PAN: AARPD4769N) and Kirit Joshi (PAN: AAOPJ9006D) are Beneficial Owners of Space Wood Furnishers Private Limited.
2. Mustufa Hatim Merchant (PAN: AADPM0909R), Murtuza Hatim Merchant (PAN: AADPM0910E), Abbas Hatim Merchant (PAN: AEWPM3259D), Yusuf Mohd. Hussain Sahiwala (PAN: CMIPS5278L), Mazhar Mohd. Hussain Sahiwala (PAN: CMIPS5277F) and Abbas Mohd. Hussain Sahiwala (PAN: AAEPS4902K) are Beneficial Owners of the Furniture Kraft International Private Limited.
3. Bankimbhai Veljibhai Patel (PAN: AEKPM3587Q) is Beneficial Owner of A B M Wood Décor Private Limited.
4. Shankarram Gopalan (PAN: AIDPG2737M) and P. Manjunath (PAN: ADKPM0177H) are Beneficial Owners of Peps Industries Private Limited.
5. Mr. Devang Hiten Dalal (PAN: AEGPD5011G) is Beneficial Owner of Bianca Home LLP.

J) Proposed time frame within which the allotment shall be completed:

As required under SEBI ICDR Regulations, the Company shall complete the issue and allotment of the Equity Shares within 15 days from the date of passing of the special resolution by the Members. However, where any regulatory approval is necessary or required for the purpose, the issue and allotment shall be completed within 15 days from the date of receipt of last of such approvals.

K) Class or Classes of Persons to whom the allotment is proposed to be made

Equity Shares are proposed to be issued and allotted to the following entities:

Sr. No.	Name of the Proposed Allottee and (PAN)	Current status	Proposed Status
1	Space Wood Furnishers Private Limited (PAN: AACCS4955R)	None	Non-Promoter
2	Furniture Kraft International Private Limited (PAN: AABCF1765H)	None	Non-Promoter
3	A B M Wood Décor Private Limited (PAN: AAECA7185K)	None	Non-Promoter
4	Peps Industries Private Limited (PAN: AABCP9569P)	None	Non-Promoter
5	Bianca Home LLP (PAN: AATFB4680N)	None	Non-Promoter

L) Change in control, if any, in the Company that would occur consequent to the preferential issue

There will be no change in the management or control of the Company as a result of the proposed allotment of Equity Shares on preferential basis.

M) Lock-in period

The proposed allotment of Equity Shares shall be subject to lock-in as per the provisions of Regulation 167 of the SEBI ICDR Regulations. Further, the entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall also be under lock-in from the relevant date upto a period of 90 trading days from the date of the trading approval received from the Stock Exchanges.

N) Undertaking

As required under the SEBI ICDR Regulations, the Company hereby undertakes that:

- It shall re-compute the price of the Equity Shares in terms of the provision of the SEBI ICDR Regulations where it is required to do so;
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottee(s).

O) Confirmations:

- i. It is hereby confirmed that neither the Company nor its promoters nor Directors are declared as fugitive economic offender under Fugitive Economic Offender Act, 2018;
- ii. Neither the Company nor any of its promoter or directors is a wilful defaulter or a fraudulent borrower.

- iii. None of the Proposed Allottees is foreign nationals/ foreign entity and hence, Government approval under the FEM (Non-debt instruments) Rules, 2019 is not required.

P) Certificate from a Practicing Company Secretary

A certificate from M/s. Anant Gude & Associates, Company Secretaries in whole-time practise (ACS No.7219 & CP No.18623) certifying that the issue of the Equity Shares on a preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations read with precedents in the subject matter, shall be available for inspection at the Registered Office of the Company on all working days (excluding Saturdays, Sundays & Public Holidays) during 11:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and also will be available during the Extraordinary General Meeting. The said Certificate is also placed on the website of the Company at https://praxisretail.in/assets/download/websiteupdate_18_02_2025/PCSCertificateofCompliance.pdf.

Q) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

On May 9, 2024, the Company has issued and allotted 45,07,629 convertible warrants to M/s. Bennett Coleman & Co. on preferential basis at a price of Rs.43.26 per warrant (including a premium of Rs.38.26 per warrant). These warrants are convertible into equivalent number of equity shares of face value of Rs.5/- within a period of 18 months from the date of their allotment.

On October 15, 2024, the Company issued and allotted 1,00,00,000 equity shares of Rs.5/- each as fully paid-up to Mr. Mathew Cyriac consequent to conversion of warrants. These equity shares were priced at Rs.16/- per equity share including a premium of Rs.11/- per equity share.

The Board recommends the Resolution at Item No.1 of the accompanying Notice for approval of the Members as a Special Resolution.

None of the Promoters, Directors or Key Managerial Personnel of the Company and their relatives is in any way are concerned or interested, financially or otherwise, in the proposed resolution set out at Item No.1 of this Notice except as to the extent of their shareholding in the Company.

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

Sd/-
Vimal Dhruve
Company Secretary
ACS No. 20009

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Website: www.praxisretail.in
CIN: L52100MH2011PLC212866

Mumbai, February 14, 2025