

Transcript of Extraordinary General Meeting of Praxis Home Retail Limited held on April 27, 2024

Mr. Mahesh Shah – MD

- Good morning members. On behalf of the Board of Directors and management of the company, I Mahesh Shah, welcome all the members to the Extraordinary General Meeting of the Company. I am attending this meeting from the registered office of the company in Kanjurmarg East, along with Mr Swetank Jain, CEO and Wholetime Director; Mr Samir Kedia, CFO, and Ms Sanu Kapoor, Company Secretary.

- As the requisite quorum is present, I am calling the meeting to order. I now hand this over to Ms Sanu Kapoor, Company Secretary.

Ms Sanu Kapoor- Company Secretary

- Thank you Sir. Dear members, I, Sanu Kapoor, Company Secretary, welcome you all to this extraordinary general meeting of Praxis Home Retail Ltd. Members may note that this meeting is being held through video conferencing without the physical presence of the members at a common venue.

- In compliance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (SEBI), all efforts feasible under the circumstances have been made by the company for the members to participate and vote on the items being considered at this meeting.

- The proceedings of this meeting shall be deemed to have been conducted at the registered office of the company in Kanjurmarg East, Mumbai.

- Before we proceed further, I will introduce the other directors attending this meeting through video conference.

- We have Mr Jacob Matthew- Independent Director and Chairperson of Audit Committee and Nomination and Remuneration Committee, joining this meeting from Hyderabad.

- Mr Samuel Johnson- Non Executive, Non-Independent Director, and Chairperson of the Stakeholders Relationship Committee, joining from Mumbai.

- We have Ms Anou Singhvi- Independent Director and Chairperson of Corporate Social Responsibility Committee joining from Mumbai.

- We have Ms Lynette Monterio- Non -Executive, Non-Independent Director joining from Mangalore.

- The Secretarial Auditor and Scrutinizer has also joined this meeting from here and the representative of Statutory Auditors has joined the meeting through video conference.

- Now, I would like to take you through certain important points relating to this meeting.
- All the members who have joined this meeting are, by default, placed on mute to avoid any background noise and for smooth and seamless conduct of this meeting. The proceedings of this meeting are being recorded.
- The company has received four representations from corporate members under section 113 of the Companies Act 2013, representing 3,45,26,065 equity shares comprising 27.56% of the paid up equity shares capital of the company. As the EGM is held through video conferencing without the physical presence of the members, the requirement of appointing proxies is not available. The relevant documents, as mentioned in the notice, are made available for inspection of members on sending email to the company and are now kept open for inspection.
- The notice calling the EGM was sent to the members was sent electronically and published in the newspapers. The notice is also made available on the company website and the website of the stock exchanges, i.e., BSE LTD. and National Stock Exchange LTD. (NSE), and on the website of National Securities Depositories Ltd. (NSDL), the authorized agency for providing e-voting facility for this meeting.
- In compliance with the Companies Act 2013, read with the rules and SEBI Listing Regulations, the company provided the remote e-voting facility to all members as on the cut-off date, i.e., Saturday, April 20, 2024 for casting their votes electronically on all the business items as set forth in the Notice. The remote e-voting facility started at 9:00 am on Wednesday 24th April 2024 and ended on Friday 26th April 2024 at 5:00 pm, and it was blocked thereafter. The facility for e-voting at the meeting is also provided for the members who are present here and have not yet voted. Members may cast their votes electronically at the meeting as per the instructions given in the notice. The e-voting facility shall remain open till 15 mins after the conclusion of this meeting. Mr Anant Gude, proprietor of Ms Anant Gude and Associates, practicing company secretary, Mumbai, has been appointed as the scrutizer to scrutinize the remote e-voting and e-voting process at this meeting, in a fair and transparent manner.
- The consolidated scrutinizer's reporting declaring the result of the remote e-voting and e-voting at the meeting will be submitted within two working days from the conclusion of this meeting. The results declared, along with the scrutinizer's report shall be placed on the website of the company and NSDL website, and the same will be intimated to the stock exchanges, BSE Ltd. and NSE Ltd.
- The company has received requests from a few shareholders to register themselves as speaker at this meeting. The speaker shareholders may note a certain important points for their participation in the meeting.
- Once you have joined the meeting as a speaker, by default you will be on mute.
- When your name is called out, you will be placed on unmute. You may join the meeting by switching on the audio/video and ask your questions or express your views.
- If you are unable to join through video for any reason, you can speak through the audio mode.
- Speaker shareholders are advised to use a headphone and switch off the background applications for better connectivity.

- In case of any connectivity issues at the speaker shareholders' end, the next speaker will be asked to join. If the connectivity improves, we will try connecting you again once the other shareholders who have registered complete their turn.

- Members are requested to keep their questions brief and specific to avoid repetition. The answers to all the questions will be provided towards the end.

- Members may also note that the company reserves the right to limit the number of questions depending upon availability of time. We request the speaker shareholders to limit their time to 3 mins.

- The proceedings of this meeting are being recorded. So, please do not disclose any sensitive personal information relating to you or any other person that has no bearing on this meeting.

Dear members, this EGM is being held to seek your approval by way of special resolutions for:

- The first resolution is to issue convertible warrants on a preferential basis. Considering the overall business goal, future expansion plans, and operational needs of the company, the Board of Directors have approved the proposal to raise funds through preferential allotment subject to approval of shareholders. The Board has recommended to raise funds up to Rs 19,15,000,30 through preferential issue of up to Rs 45,07,629 convertible warrants carrying an entitlement to the equivalent number of fully paid up equity shares of face value of Rs 5 each at an exercise price of Rs 43.26 to the proposed non-promoter investor Bennett Coleman and Company Ltd. The funds have been raised for the working capital requirements and general corporate purposes.

- The second resolution is for approving the employee stock option scheme titled Praxis Employee Stock Options Plan 2024 and for granting ESOPs to the employees of the company.

- And the third resolution is for granting ESOPs to the employees of the subsidiaries, if any in future, in India or outside, under the said ESOPs plan 2024.

- Members may note that with a view to motivate the key workforce and to retain them, the company intends to implement new ESOPs plan 2024 to cover the eligible employees of the company and that of subsidiaries, if any in the future, in India or outside India. Accordingly, based on the recommendations of the Nominations and Remuneration Committee and subject to approval of the members.

- The board of directors has approved the introduction of ESOPs plan 2024 for granting ESOPs up to Rs 30 lakh, exercisable into equal number of equity shares of face value of Rs 5 each, fully paid up.

- The notice convening this EGM has already been circulated electronically to the members of the company. With the permission of the members present, the notice of the EGM is taken as read and all the three resolutions are open to vote.

- Now, we invite questions from the speaker shareholders. Moderator, you can just call out the names of the speaker shareholders.

Moderator

- Our first speaker shareholder is Mr Dharmesh Vakil. Ok. Moving on to the next speaker, Mr Yusuf Rangwala.

Mr Yusuf Rangwala

- Hello, apko aawaz aa rha hai? Hello.

Ms Sanu Kapoor- Company Secretary

- Hanji, theek hai. Aawaz aa rhi hai.

Mr Yusuf Rangwala

- Yes Sir. Very good morning, Sir. I am very happy with our company. New secretary appointed. She is very hardworking, Sir. *Unki tareef kya karun Sir. Sir, ek chhota sa mujhe uttar dein. Apna Praxis ka jo home ka store hai, at present kitna stores chalu hain? Ye mujhe janna hai Sir. Apna kitna stores chalu hai, ye mujhe janna hai Sir. Aur mujhe kuch nahi. Sir teeno resolutions mein maine full support kiya hai. Aaj mujhe kuch questions nahi hai. Khali itna question hai ki apna jo store hai, usme total number of staff kitna hai, bas. Bas do hi questions hai mera bas.* Thank you very much. May God bless our company. *Ho sake to hamare secretary Madam ko phone karne ko bolna Sir. Kyunki unki taraf se phone nahi aata. Link aaya tha but unko phone karna chahiye naa Sir. Itna unko bolna ki next baar hamko phone kare aur ho sake to hamein contact karne ka try kare Sir. Mujhe kuch poochna tha. Madam ko bolna after meeting mujhe phone kare, ho sake to.* Thank you very much. Wish you all the festivals from our side. *And aapke teeno resolutions ke liye main full support karta hoon Sir. Aur apna jo bhi hai Sir- Phoolon ki khushboo, kaliyon ki bahar, aur apna sath hamesha rhe Sir. Thank you very much. NSDL team ki bhi jitni tareef karun utni kam hai Sir. Thank you very much Sir. May God bless you Sir.*

- *Sir aapki company Digvijay Group ki company thi Sir. Thank you very much Sir. May God bless you, Sir. No more questions. Jai Hind, Sir.*

Moderator

- Thank you Sir. Moving on to the next speaker- Ms Lekha Shah.

Ms Lekha Shah

- Hello, am I audible Sir?

Moderator

- Yes Ma'am, you are audible.

Ms Lekha Shah

- Thank you. Thank you Sir. Respected Chairman Sir, Board of Directors, and my fellow members, good morning to all of you. Myself Lekha Shah from Mumbai. First of all, I am very much thankful to our Company Secretary Sanu Madam for sending the AGM notice and well in time.

- *Sanu Madam, ye aapka first meeting hai, mein aapko welcome kar rhi hoon, apna company mein. regular speaker shareholder. Sir, mera previous speaker Mr Yusuf Rangwala ne bataya company se hamko last meeting mein phone aaya tha ke meeting hone ke baad me speaker shareholder ko aise contact karega, Sir. Chairman Sir, in today's meeting, I believe any decision taken will be good for the shareholders. Sir, pray to God that he always showers his blessings upon you.*

- Sir, please continue video conference meetings in future. So, I strongly support the special resolutions for today's meetings and my best wishes are always for our company and its prosperity. Thank you Sir.

- Aap jara chalu rakhiyega. Mein speaker Vimal Kumar Agarwal, uske phone mein kuch technical problem aa rhi hai. Aap jara chalu rakhiyega Sir.

Vimal Kumar Agarwal

- Hello, hello. Can you hear me?

Moderator

- Yes.

Ms Sanu Kapoor- Company Secretary

- Yes, please. Vimal Ji, *bolie aap*.

Vimal Kumar Agarwal

- Good morning to everyone. First of all, I thank the company secretary, esteemed management, and the staff for holding the physical meeting, sorry video conference. I hope that the company will continue with video conference. My question was already asked by the other speaker. I have got no other questions to ask. That is all.

- One minute. Nisha would like to talk.

Nisha

Hello, hello.

Sanu Kapoor- Company Secretary

Haan, bolie Nisha Ji.

Nisha

- Hello, hello.

Sanu Kapoor- Company Secretary

- Nisha Ji, bolie.

Nisha

- Haan. Respected honourable Chairman, other dignitaries, Madam, first of all, I want to inform that there is some problem in my mobile. I am sorry to tell you that I am continuing on this phone. Thank you for giving me an opportunity.

- Respected honourable Chairman, other dignitaries on the Board, and my fellow shareholders, good morning to all of you. I received the EGM report well in time, which is self-explanatory. I am sure that whatever decisions have been taken by the Chairman will be in the favour for shareholders. I have hardly any questions as my predecessors Mr Vimal Kumar, had told. My person request is, please continue with VC so that people all over will have an opportunity to express their views. I wish the company good luck for a bright future and pray to God that the profit of the company shall reach the peak .

- Sir, one more personal request. We have never received the phone call from the company secretary. Please see that the speakers will have the opportunity to meet you, with him or her, whatever it is. Thank you very much Sir.

Moderator

- Thank you Ma'am. Moving on to the next speaker, Mr Satish Shah. Moving onto the next speaker, Mr Rajendra Seth.

Mr Rajendra Seth

- Haan, hello, aawaz aa rha hai Sir?

Moderator

- Yes Sir, aapka aawaz aa rha hai.

Mr Rajendra Seth

- Chairman Sir, Management team, shareholder Bhaiyon, mein Thana, Maharastra se Rajendra Seth bol rha hoon. Sir, uttam karigari, sab hamari company ko rhi hai. Mein management ko dhanyawad deta hoon aur investors service, matlab secretarial department ka bhi bahut hi accha kaam rha hai. Unko bhi dhanyawad deta hoon. Sir, khali, mein bahut purana shareholder hoon, Sir khali ek hi chhota question tha ki zara hamari company ke expansion ke baare mein aur details bataiye to accha rahega. Baaki teeno resolutions mein mera poora support aur hardik shubeccha hai, aur management ke kaam se main poora santusht hoon. Bas, mein fir se sab resolutions ko poora support deta hoon.

- Khali ek hi chhota sa shlok bol ke mein meri speech ko viram doonga. Ek hi line ka shlok hai Sir. Zara suniye please.

Ya devi sarbhooteshu shanitiroopen sansthitam

Namastasyay namastasyay namastasyay namo namah.

- Dear Managament ki nigrani mein hamari company din pratidin aage dekhe yehi shreecharon mein iccha hai. Thank you, bolna ka mauka diya. Thank you Sir. Thank you.

Moderator

- Thank you so much Sir. Moving on to the next speaker, Mr Arun Maroti.

Arun Maroti

- Am I audible?

Moderator

- Yes, Sir. You are audible. Please proceed.

Arun Maroti

- Respected Chairman Sir, and all the distinguished members of the Board and my fellow shareholders, I am Arun Maroti, joining this EGM from Delhi. It is a matter of pleasure and pride for me to interact with the management. Chairman Sir, I have the following queries to ask:

- Proceeds of warrants of about Rs 40 cr will come within 3-4 months from one of the non-promoter investors and the company is also raising further funds now. So, I would like to know about the utilization areas of proceeds of these warrants and a clarification on these things will be quiet helpful for us, Sir. And as far as the ESOPs are concerned, it is always favourable for the companies to have ESOPs for key employees. It will be quiet helpful for us

if we can more colour on these ESOPs, like who will be allottees and the vesting period etc. Thanks a lot Sir. Thank you for giving me the opportunity.

Moderator

- Thank you Sir. Moving onto the next speaker, Mr Anil Pareikh. Moving onto the next speaker, Mr Jaydeep Bakshi.

Mr Jaydeep Bakshi

- A very good morning. Am I audible?

Moderator

- Yes Sir, you are audible. Please proceed.

Mr Jaydip Bakshi

- A very good morning Chairman, Board of Directors, and CFO. Myself Jaydip Bakshi, joining from the City of Kolkata. Thanks to our newly appointed Company Secretary Sanu Madam, for giving me an opportunity to join this EGM.

- Sir and Madam, you have explained us these resolutions for today's EGM. Nothing. No questions to ask. Just want to know regarding the plan about raising funds. In which areas are we going to implement this. Kindly also highlight on the working capital. We are going to beat the expenses. Kindly throw some light on this. Also, it was good on the third resolution, the ESOPs plan is good for the company. Nothing more to add. I hope that our company will grow further and return the shareholders handsomely.

- As requested by earlier speakers, Sanu Madam, kindly contact us after the EGM and hope to meet again during the AGM. Thank you Madam. Thank you Sir, for giving an opportunity.

Moderator

- Thank you so much Sir. Moving onto the next speaker, Mr Gautam Tiwari.

Gautam Tiwari

- Can you hear me?

Moderator

- Yes Sir. We can hear you. Please proceed.

Mr. Gautam Tiwari

- Thank you very much Sir. A very good morning to our Chairman Sir, and the CFO, CEO, and all the Directors who are in the company, and my fellow shareholders. Myself Gautam Tiwari participating in this AGM from Mumbai.

- *Ms Sanu Kapoor jo ki bahut hi acchi investors service aur investors care hai.* I even got the physical copy of the EGM on request. We are very happy with Ms Sanu Kapoor's service. Sir, company ne bahut accha kaam kiya hai. I am a shareholder of the company right from the day one, of all the group companies as well. I am very happy and the company is also giving ESOPs and the subsidiaries of the company is also giving the ESOPs option to the employees. I am very happy about it. And the Bennette Coleman & Co is offered 45 lakh maximum number of share warrants for Rs 19.5 cr. I am very sure that it is very much in the interest of the company and interest and the value creation for shareholders in the future.

- Sir, we have already voted for all the resolutions in advance; for each resolution, and we are always, for the lifetime, with the company, and we will stay with the company forever and ever. And we are very sure to be with the company in the coming days as well. Sir, I request *ham logon ko, we always get the phone call and phone information from the secretarial department. Ye baar nahi mili. To Sanu Kapoor ji ko ek request hai ki please hamein meeting ke baad phone kijiye aur hamein ye bataiye, so that we will be happy and aapka kaam kaaj bahut accha hai. Hamein bahut accha laga.* And we are always there with you and we will be there with you for our lifetime. *Please ek baar phone kar ke hamein ye ittelah kijiye ke we are there with you because we have not got your number also. And we were not able to contact you and we did not get any contact from you. Anyway, I am very happy Sir. As usual, at the EGM and all the AGMs also in future and shall always be there for the lifetime support.*

- I would like to humbly know *Sir ke ye kitna waqt lagta lagega ye shareholder tak transfer hone ke liye aur kitna waqt lagega ye poora procedure preferential allotment ka khatam hone ke liye? Aur company ka roadmap kya rahega next year aur next to next year ke liye?* That is all Sir. We have a total confidence and trust in the management. We wish a very happy, healthy, and wealthy life to the management and all our shareholders. And we promise to be there with you and support you for lifetime, wholeheartedly and [23:57](#) . Thank you very much Sir. Thank you. Jai Hind. Jai Maharashtra, Jai [24:00](#) . Thank you.

Moderator

- Thank you so much Sir. Moving onto the next speaker, Ms Celestin Mascarenhas.

Ms Celestin Mascarenhas

- Hello, hello.

Moderator

- Yes Ma'am, we can hear you. Please proceed.

Ms Celesteine Mascarenhas

- But the video is not coming. It will do. Ok. Thank you. Respected Chairman, other members of the Board, my dear fellow shareholders, I am Ms C. E. Mascarenhas. I am speaking from Mumbai. First of all, I am very grateful to the Company Secretary for sending me an e-notice and also a physical notice, being a senior citizen, and registering me as a speaker, upon my request. Thank you so much and giving me this platform which was much easy to operate. Thanks again to the secretarial team.

- Now these are three resolutions. One is ordinary, two are special, and the first one is preferential warrants to non-promoters, i.e., Bennett Coleman, 45,07,629 at the price of, which is convertible, Rs 43.26, amounting to Rs 19,050,000,30. I really admire that even though the market cap is much less, they are taking it at Rs 43, shows the confidence they have in our Praxis Retail. It is very good. I hope with this, our market cap goes still further so that we can raise more. Any funds are required for further capex, Sir? And how many shops do we already have? Out of them, how many are fully owned? Or how many leased? Or all are leased? Could you share this information with us because we know how much our company is going ahead? And like the earlier shareholders, I also endorse their views and I look out for more fruitful communication from the secretarial team.

- With this, I support all the resolutions. I wish my company all the best. May it grow from strength to strength and one day, we will be the most powerful in the retail sector, especially in all the furniture and all. With this, thank you so much and wish the full team a good health. Thanks a lot and may God bless our company and you. *Namaskar*.

Moderator

- Thank you so much Ma'am. This brings the end to the speaker shareholders. Over to you Chairman Sir.

Ms Sanu Kapoor- Company Secretary

- Thank you. We have received the questions and noted the views of speaker shareholders. Now we will try to answer your queries. I will just request CFO Sir.

Samir Kedia- CFO

- There was a query regarding the number of stores we have. At present, we are operating 31 stores. All the stores are on lease basis. We do not own any stores.

- There were some questions regarding the utilization of proceeds raised out of warrants issued. Those will be utilized as specified in the notice itself, mainly for the working capital purpose and general corporate purpose.

- There were some questions regarding the ESOPs, names of the employees to whom it will be granted, vesting period and all. At present, we are just creating a pool for grant of those options. The names of the employees and vesting period etc. will be decided by the Nomination and Remuneration Committee as and when the ESOPs get granted.

- There was another question about the timeframe for completion of this warrants. May I request Sanu to take this up, please.

Ms Sanu Kapoor- Company Secretary

- Thank you, Sir. We are raising funds through issue of convertible warrants. So the process will be like- within 15 days' time from this meeting, the investor has to bring in 25% of the money. Post that, they have 18 months' time to exercise the option for converting the warrants into equity shares. So, in entirety, it will be 18 months' time by when the shares will be allotted to the investors. So, this is the process.

Samir Kedia- CFO

- So, the warrants will be allotted in the next 15 days.

Ms Sanu Kapoor, Company Secretary

- Yes.

- Thank you. I think we have tried to answer all the queries. We thank all the shareholders for their good words for the company and management. With this, the members may note that the e-voting window shall remain open for 15 mins for those members who have not yet cast their votes. The meeting shall stand concluded at the end of 15 mins.

- Now I present the vote of thanks to the Chairman Sir and would like to thank all the members, directors, and other participants for attending the meeting.

- Moderator, you can start the voting.