



## PRAXIS HOME RETAIL LIMITED

**Regd. Off.:** iThink Techno Campus, Jolly Board Tower D, Ground Floor, Kanjurmarg (East), Mumbai - 400042.

**Tel. No.:** +91-22-68824900 **CIN:** L52100MH2011PLC212866

**website:** www.praxisretail.in **e-mail:** investorrelations@praxisretail.in

# Notice

NOTICE is hereby given that the Twelfth Annual General Meeting ("**AGM**") of the Members of PRAXIS HOME RETAIL LIMITED ("**the Company**") will be held on Friday, September 29, 2023 at 11:30 a.m. (IST) through video conferencing ("**VC**") / other audio-visual means ("**OAVM**") to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Samson Samuel (DIN: 07523995), Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **Appointment of Mr. Swetank Jain (DIN: 08859745) as Chief Executive Officer & Whole-time Director of the Company and payment of remuneration to him**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the Rules made thereunder (including any statutory modifications or amendments or re-enactment thereof for the time being in force) and Article 140 of the Articles of Association of the Company, Mr. Swetank Jain (DIN:08859745) who was appointed as an Additional Director designated as Chief Executive Officer & Whole-time Director, being Key Managerial Personnel

of the Company with effect from September 01, 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting of the Company, under Section 161(1) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act and the Rules made thereunder read with Schedule V of the Act (including any statutory modifications or amendments or re-enactment thereof for the time being in force) and subject to such other approvals/permissions, if any and as may be required, the consent of the Members of the Company, be and is hereby accorded for the appointment of Mr. Swetank Jain (DIN:08859745) as the Chief Executive Officer & Whole-time Director of the Company, for a period of three(3) years effective from September 01, 2023 to August 31, 2026 on the terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his tenure, with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the appointment in accordance with the requirements of the Act and within the limits approved by the Members of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board”, which term shall always be deemed to include any Committee constituted or to be constituted to exercise the powers including its powers conferred under this resolution) be and is hereby authorised to alter and vary from time to time, the terms and conditions of the appointment in accordance with the requirements of the Act and/or remuneration as it may deem fit, subject to the same not exceeding the applicable limits specified under Section 197, read with Schedule V of the Act or any statutory modification(s) or re-enactment thereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act, as it may, in its absolute discretion, consider necessary, expedient or desirable, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company.”

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

**Sanu Kapoor**

Head Legal & Company Secretary  
ACS No.14065

Place: Mumbai  
Date: August 31, 2023

**Registered Office:**

iThink Techno Campus,  
Jolly Board Tower D, Ground Floor  
Kanjurmarg (East), Mumbai-400042.  
Tel. No.: +91 22 6882 4900  
e-mail: investorrelations@praxisretail.in  
Website: www.praxisretail.in  
CIN: L52100MH2011PLC212866

## NOTES:

1. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as '**MCA Circulars**'), the Company is convening the 12th Annual General Meeting ('AGM') through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In compliance with the provisions of the Companies Act, 2013 ('Act'), the Listing Regulations and MCA Circulars, the **12th AGM of the Company is being held through VC/OAVM on Friday, September 29, 2023, at 11:30 a.m. IST**. The deemed venue for the AGM will be the Registered Office of the Company i.e. iThink Techno Campus, Jolly Board Tower-D, Ground Floor, Kanjurmarg (East), Mumbai – 400042.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR THE APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing at Item No.3 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forms part of this Notice.
3. The Explanatory Statement pursuant to Section 102 of the Act in respect of the Business under Item No. 3 set out above be transacted at the Meeting and the relevant details of the Directors seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('**Secretarial Standard**') are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
4. Institutional Members/ Corporate Members (i.e. other than individuals, HUFs, NRIs etc.) are required to send a scan copy of their respective Board or governing body resolution, Authorisations etc. pursuant to Sections 112 and 113 of the Act as the case may be, to attend the AGM through VC/OAVM mode and to vote through remote e-Voting. The said Resolutions/ Authorisations shall be sent to the '**Scrutiniser**' by e-mail at [ngvg@rediffmail.com](mailto:ngvg@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
6. Members attending the AGM through VC/OAVM, will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Pursuant to the applicable provisions, National Securities Depository Limited ('**NSDL**') has been appointed as the e-voting agency to provide the facility of casting votes by a member using remote e-voting as well as the e-voting system during the AGM.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the NSDL e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on a first-come-first-served basis as per the MCA circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel,

the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors. The detailed instructions for joining the meeting through VC/OAVM form part of the Notes to this Notice.

9. In line with the General Circulars No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021 and Circular No. 10/2022 dated December 28, 2022 issued by the MCA and the SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ Registrar & Transfer Agent ('RTA'), unless any Member has requested for a physical copy of the same. The Notice of AGM and Annual Report 2022-23 are available on the Company's website at [www.praxisretail.in](http://www.praxisretail.in) and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the 12th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at [investorrelations@praxisretail.in](mailto:investorrelations@praxisretail.in).
11. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at <https://www.praxisretail.in/investor-services.html> Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense, account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://www.praxisretail.in/investor-services.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
15. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI (LODR) and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares

and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the Company's RTA, for assistance in this regard.

16. **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.**

17. **Norms for furnishing of PAN, KYC, Bank details and Nomination:**

Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/ CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/ MIRSD/ MIRSD RTAMB /P/CIR/2021/655 and SEBI/HO/ MIRSD/ MIRSD RTAMB/ P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA.

18. The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on our website at <https://www.praxisretail.in/investor-services.html>. In view of the above, Members holding shares in physical form are requested to submit the required forms along with the supporting documents at the earliest. The Company has dispatched a letter to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

19. Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company

to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

20. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, and Circulars etc. from the Company in electronic form. The detailed procedure for registering the email-id and other details is/are given below:

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

**a. For Temporary Registration for Demat shareholders:**

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Private Limited by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) on their website [www.linkintime.co.in](http://www.linkintime.co.in) at the "Investor Services" tab by choosing the e-mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, DP- ID, Client-ID / PAN, Mobile Number and e-mail id. In case of any query, a Member may send an e-mail to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

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

**b. For Permanent Registration for Demat shareholders:**

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

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

The Members of the Company holding Equity Shares of the Company in physical Form



and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Private Limited, by clicking the link [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) on their website [www.Linkintime.co.in](http://www.Linkintime.co.in) at the Investor Services tab by choosing the "Email / Bank Detail Registration" heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, Mobile Number and e-mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a Member may send an e-mail to RTA [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

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

**d. Registration of Bank Details for physical shareholders:**

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

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

**21. Voting by Members:**

- a. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended), MCA Circulars and the SEBI Circulars, the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by NSDL) either by (i) remote e-voting prior to the AGM or (ii) remote e-voting during the AGM.
- b. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on **Friday, September 22, 2023 ('cut-off date')** shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting prior to the AGM or remote e- voting during the AGM.
- c. Members of the Company holding shares either in physical form or electronic form, as on the cut-off date of Friday, September 22, 2023, may cast their vote by remote e-Voting. The remote e-Voting period commences on **Tuesday, September 26, 2023 at 09:00 AM (IST) and ends on Thursday, September 28, 2023 at 05:00 PM (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 22, 2023.
- d. The Members can opt for only one mode of remote e-voting i.e. either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the

Meeting but shall not be entitled to cast their vote again.

- e. The Board of Directors has appointed Mr. Anant Gude (Membership No. ACS 7219 & COP 18623) of M/s. Anant Gude & Associates, Practicing Company Secretary as the Scrutinizer, to scrutinize the voting process, in a fair and transparent manner.

f. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**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**

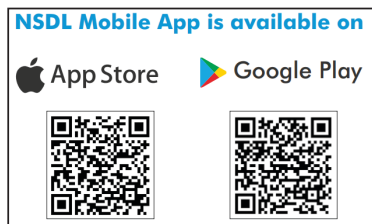
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their 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"> <li data-bbox="587 874 1453 1251">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li data-bbox="587 1278 1453 1397">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="587 1423 1453 1828">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
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- Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

- 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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- 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 or joining virtual meeting & voting during the meeting. 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.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- 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](http://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.

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 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800-1020-990 and 1800-22-44-30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](http://www.evoting.nSDL.com).
    - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://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.co.in](mailto:evoting@nSDL.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?***
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
  2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
  3. Now you are ready for e-Voting as the Voting page opens.
  4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  5. Upon confirmation, the message "Vote cast successfully" will be displayed.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by

e-mail to [ngvg@rediffmail.com](mailto:ngvg@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-1020-990 and 1800-22-44-30 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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](mailto: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](mailto:investorrelations@praxisretail.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained **at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/member may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through laptops for better experience.
3. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/ folio number, email id, mobile number at investorrelations@praxisretail.in. Members who do not wish to speak during the AGM but have queries may send their queries during the said period, prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at investorrelations@praxisretail.in. These

queries will be replied to by the Company suitably by email. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time for the AGM.

6. Any person holding shares in physical form and non-individual Members, who acquire shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Friday, September 22, 2023 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or the Company/RTA.

However, if the person is already registered with NSDL for remote e-Voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/her password, the same can be reset by using 'Forgot user Details/ Password' or 'Physical user Reset Password' option available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or by calling on 022 4886 7000 and 022 2499 7000. In case of Individual Members holding securities in Demat mode who acquire shares of the Company and becomes a Member of the Company after sending the Notice and holding shares as of the cutoff date i.e. Friday, September 22, 2023, may follow steps mentioned in the notes to Notice under 'Access to NSDL e-Voting system'.

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

**23. Declaration of results on the Resolutions:**

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinize the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-voting and submit, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same.

The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith not later than two working days of the conclusion of the Meeting.

2. The results declared along with the consolidated Scrutiniser's Report shall be placed on the Company's website [www.praxisretail.in](http://www.praxisretail.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall simultaneously be forwarded to the Stock

Exchanges i.e. BSE Limited and National Stock Exchange of India Limited. The result of the voting will also be displayed at the Notice Board at the Registered Office of the Company.

3. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. September 29, 2023.

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

**Sanu Kapoor**

Head Legal & Company Secretary  
ACS No.14065

Place: Mumbai  
Date: August 31, 2023

**Registered Office:**

iThink Techno Campus,  
Jolly Board Tower D, Ground Floor  
Kanjurmarg (East), Mumbai-400042.  
Tel. No.: +91 22 6882 4900  
e-mail: [investorrelations@praxisretail.in](mailto:investorrelations@praxisretail.in)  
Website: [www.praxisretail.in](http://www.praxisretail.in)  
CIN: L52100MH2011PLC212866



## EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), given hereunder sets out all material facts relating to the Special Business mentioned at Item No. 3 of the accompanying Notice dated August 31, 2023.

### ITEM NO. 3

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ('the Board') at its meeting held on August 31, 2023 approved the appointment of Mr. Swetank Jain (DIN: 08859745) as an Additional Director and as Chief Executive Officer & Whole-time Director of the Company w.e.f. September 1, 2023 liable to retire by rotation and he holds he holds office till the ensuing Annual General Meeting under Section 161(1) of the Companies Act, 2013 ("the Act") and Article 140 of the Articles of Association of the Company, therefore it is proposed to appoint him as Director.

Further, the Board has approved his appointment as Chief Executive Officer & Whole-time Director of the Company for a period of 3 (three) years effective from September 01, 2023 to August 31, 2026, and also designated as the Key Managerial Personnel, on the terms and conditions (including the minimum remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during his tenure as specified hereinafter, subject to the approval of the Members.

Mr. Jain has submitted his consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and also, intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Act. Mr. Jain fulfils all the conditions given under Section 196 and Schedule V of the Act for being eligible for his appointment.

In the opinion of the Board the appointment of Mr. Swetank Jain would be of immense benefit to the Company and it is desirable to avail his services as a Chief Executive Officer and Whole-time Director. With his rich experience in retail sector, his appointment

would be beneficial for the overall growth of the Company.

Additional information as required under Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of Mr. Swetank Jain is provided in the Annexure A to this Notice and also forms part of the Statement. Further, a brief profile of Mr. Jain, including nature of his expertise and other relevant details are provided in Annexure B as required under Schedule V to the Companies Act, 2013 ("the Act") which forms a part of the Statement.

### The major terms and conditions of the appointment of Mr. Swetank Jain are as follows:

- I. **Period of Appointment:** Period of 3 (three) years effective from September 01, 2023 to August 31, 2026
- II. **Remuneration:** up to ₹2,25,00,000/- (Rupees Two Crore Twenty-Five Lakhs) per annum
- III. **Perquisites:** subject to overall ceiling as aforesaid, Mr. Swetank Jain shall have liberty to opt for such other allowances, perquisites and incentives as he deem fit including medical reimbursement, leave travel concession for self and family, club fees, group medical & personal accident insurance, company-maintained car, telephone and such other perquisites in accordance with the Company's rules. Subject to the applicable provisions of the Act, perquisites and allowances shall be valued as per Income Tax Act, 1961 read with Income Tax Rules, 1962 wherever applicable, and at cost, in the absence of any.
- IV. **Retiral Bene its:** In addition to the perquisites referred above, he will also be eligible to the following retiral benefits which shall not be included in the computation of the ceiling on remuneration
  - Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);

- Gratuity payable as per Gratuity Act, 1972;
- Encashment of leave at the end of the tenure; and
- Reimbursement of expenses incurred for the business of the Company.

**IV. Minimum Remuneration:** In the event of loss or inadequacy of profits in any financial year, Mr. Swetank Jain shall be entitled to receive the total remuneration not exceeding the ceiling limits as approved by the Members herein above, as minimum remuneration.

**V. OTHER TERMS:**

- No sitting fees shall be paid to the Whole-time Director for attending meetings of the Board of Directors or any Committee of the Board.
- In order to comply with the provision of Section 152 regarding number of Directors liable to retire by rotation, Mr. Swetank Jain's term of office will be considered to be liable to retire by rotation.
- The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the

provisions contained in Section 166 of the Act with regard to duties of Directors. As the Chief Executive Officer & Whole-time Director of the Company shall perform such duties and exercise such powers as are additionally entrusted to him by the Board from time to time.

- The Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel

As required under the provisions of the Act, approval of the Members is being sought for the appointment of Mr. Swetank Jain as Chief Executive Officer & Whole-time Director of the Company for a period of 3 (three) years and remuneration payable to him as mentioned in Item No. 3 of this Notice.

The Board recommends the Special Resolution as set out at Item No. 3 of this Notice for the approval of the Members of the Company.

Except for Mr. Swetank Jain and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

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

**Sanu Kapoor**  
Head Legal & Company Secretary  
ACS No.14065

Place: Mumbai  
Date: August 31, 2023

**Registered Office:**

iThink Techno Campus,  
Jolly Board Tower D, Ground Floor  
Kanjurmarg (East), Mumbai-400042.  
Tel. No.: +91 22 6882 4900  
e-mail: investorrelations@praxisretail.in  
Website: www.praxisretail.in  
CIN: L52100MH2011PLC212866

Information as required pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking appointment / re-appointment / revision in remuneration at the Annual General meeting.

<b>Name of the Director</b>	<b>Mr. Samson Samuel</b>	<b>Mr. Swetank Jain</b>
<b>DIN</b>	07523995	08859745
<b>Date of Birth</b>	May 22, 1967	May 29, 1980
<b>Age</b>	55 years	43 years
<b>Date of first appointment on the Board</b>	March 14, 2023	August 31, 2023
<b>Qualifications</b>	Engineer	MS in Business Communication from MIC (Manipal) and B.Sc. (Chemistry) Hons.
<b>Experience and Expertise in Specific Functional Area</b>	<p>Mr. Samuel is an Engineer with more than 24 years of experience spanning across manufacturing, consulting, IT and supply chain industries. He has worked in India and US in various capacities with organizations of repute like Best Buy, Staples, Lowes, Future Group, Mafatlal Consultancy, Wipro &amp; Cognizant.</p> <p>He is currently the CEO of Future Consumer Limited and prior that, he was the CEO of its subsidiary operating under the Brand Name 'Nilgiris'. He founded and exited a tech platform-based Distribution business in the name of LeanBox Logistics Solutions that was sold to Lynks/Swiggy. His core expertise is in the areas of Retail, Distribution, GoTo Market, IT Strategy &amp; Operations.</p>	<p>Mr. Jain is a passionate business leader working in the area of business strategy and execution, P&amp;L management, customer experience, people, and communication. In his career spanning over two decades of professional experience, he has worked with Future Group for 12 years where he was part of the core leadership team of its Group Founder and worked on various assignments ranging from incubation and innovation, communication, customer experience, business and people office.</p> <p>The other organisations, he has worked with are Lodha Ventures, ICICI Bank and Network Eighteen India, Bonito Designs, The House of Abhinandan Lodha, Xanadu Realty, Beyondskool and Easiloan. In 2021-22, along with retail thought leaders, he also co-founded Think9, a brand co-creation platform that transforms powerful ideas into authentic, profitable and experience-led businesses in key consumption categories like fashion, food &amp; wellness, beauty and home &amp; décor.</p>
<b>Terms and conditions of appointment / reappointment</b>	Appointed as a Non-Executive Director, liable to retire by rotation.	Appointed as an Executive-Director, liable to retire by rotation on the terms and conditions as per resolution at Item No.3 of this notice read with the explanatory statement thereto.

<b>Name of the Director</b>	<b>Mr. Samson Samuel</b>	<b>Mr. Swetank Jain</b>
<b>Number of Board meetings attended during the year 2022-23</b>	1 Board Meeting	Not Applicable
<b>Directorship in other Public Companies (excluding foreign companies &amp; Section 8 companies) (As on March 31, 2023)</b>	None	U2L Learning Solutions Limited
<b>Directorship held in other Listed entity from which the person has resigned, in the past three years</b>	None	None
<b>Chairmanship / Membership of Committees of the Board of Directors of other Listed companies (As on March 31, 2023)</b>	None	None
<b>Shareholding (as on March 31, 2023)</b>	NIL	NIL
<b>Relationship with other Directors / Key Managerial Personnel(s)</b>	Not related to any Director / Key Managerial Personnel of the Company.	Not related to any Director / Key Managerial Personnel of the Company.

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

**STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013**

Sr. No.	Information	Particulars																								
1.	Nature of industry	The Company is engaged in Retail Business and operates on pan India basis.																								
2.	Date or expected date of commencement of commercial production	N.A (since the Company has already commenced its business Activities).																								
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A																								
4.	Financial performance based on given indicators	(₹ in Lakhs)																								
		<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">FY 2021</th> <th style="text-align: right;">FY 2022</th> <th style="text-align: right;">FY 2023</th> </tr> </thead> <tbody> <tr> <td>Paid up Share Capital</td> <td style="text-align: right;">1,519.16</td> <td style="text-align: right;">3,765.41</td> <td style="text-align: right;">3,783.51</td> </tr> <tr> <td>Total Turnover (from operations)</td> <td style="text-align: right;">31,309.58</td> <td style="text-align: right;">39,889.22</td> <td style="text-align: right;">38,604.55</td> </tr> <tr> <td>Profit / (Loss) before tax</td> <td style="text-align: right;">(10,323.52)</td> <td style="text-align: right;">1,423.56</td> <td style="text-align: right;">(2,101.39)</td> </tr> <tr> <td>Profit / (Loss) after tax</td> <td style="text-align: right;">(10,322.16)</td> <td style="text-align: right;">1,423.56</td> <td style="text-align: right;">(2,101.39)</td> </tr> <tr> <td>EPS – Basic and Diluted (in ₹)</td> <td style="text-align: right;">(36.61)</td> <td style="text-align: right;">2.74</td> <td style="text-align: right;">(2.79)</td> </tr> </tbody> </table>	Particulars	FY 2021	FY 2022	FY 2023	Paid up Share Capital	1,519.16	3,765.41	3,783.51	Total Turnover (from operations)	31,309.58	39,889.22	38,604.55	Profit / (Loss) before tax	(10,323.52)	1,423.56	(2,101.39)	Profit / (Loss) after tax	(10,322.16)	1,423.56	(2,101.39)	EPS – Basic and Diluted (in ₹)	(36.61)	2.74	(2.79)
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5.	Foreign investments or collaborations, if any	There is no direct foreign investment in the Company as on date of this Notice and no foreign collaboration in the Company. Foreign investors deal in the Equity Shares of the Company, which is listed on BSE and NSE through secondary market.																								
6.	Information about the appointee: Background details, Past remuneration, Recognition or awards Job profile and his suitability	<p>Background details as mentioned in Annexure A above</p> <p>Past Remuneration: --</p> <p>Recognition or awards: none</p> <p>Job profile and his suitability: As executive position for business, his responsibilities includes management of the affairs of the Company and business of the Company subject to the supervision of the Board of Directors and continuously strive to promote the interests and welfare of the Company and all its stakeholders.</p> <p>As a passionate business leader Mr. Jain has worked in the area of business strategy and execution, P&amp;L management, customer experience, people, and communication. In his two decades of professional experience. He has worked for 12 years with Future Group where he was part of the core leadership team of its Group Founder and worked on various assignments ranging from incubation and innovation, communication, customer experience, business and people office.</p>																								



<b>Sr. No.</b>	<b>Information</b>	<b>Particulars</b>
7.	Remuneration proposed	As mentioned in the Resolution and Explanatory statement annexed
8.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration (looking at his profile, leadership position and responsibilities), is commensurate with the remuneration being paid by the Companies of comparable size in the Industry in which the Company operates.
9.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Mr. Jain at present does not hold any share in the Company. Besides the present and proposed remuneration, he does not have any other pecuniary relationship with the Company.
<b>Other information:</b>		
10.	Reasons of loss or inadequate profits	During the past three financial years the Company had incurred losses due to various initiatives of the Company to improve sales and optimize costs to improve profitability in the forthcoming years. Also in the forthcoming financial years, the management expects that keeping in mind gearing up of the overall economy, post the COVID-19 pandemic impact the business of the Company will improve subject to internal and external risks.
11.	Steps taken or proposed to be taken for improvement	<p>The Company has undertaken various initiatives post COVID-19 impact to improve its growth and profitability. The Company has been reviewing the performance of its brick and mortar and online formats and projects better profitability in future through better performance of its various brands.</p> <p>The Company has also focused on the growth of its brands portfolio and expansion of the retail network by increasing its presence in new cities and expanded its products offerings, added new stores and home interior services. The Management is hopeful that the above steps shall result in the improvement of the Company's business in the forthcoming years.</p> <p>You may also refer to our Management Discussion and Analysis to understand the perspective and measures adopted by the Board to improve the business efficiency of the Company.</p>
12.	Expected increase in productivity and profits in measurable terms	The Company expects that with various steps proposed to be taken as stated above, coupled with its proposal to partner with high growth brands, it will be able to further improve the same store growth and its operating margins to deliver improved performance in the years to come and shall have adequate profit to make payment of managerial remuneration as approved by the Members of the Company.

Sr. No.	Information	Particulars
13.	Disclosures	The details of remuneration paid to all Directors along with relevant details are provided in the Corporate Governance Report which forms part of the Annual Report. As required the details of remuneration proposed to be paid to the Chief Executive Officer & Whole-time Director is provided in respective resolutions and Explanatory statements as provided above.

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

**Sanu Kapoor**

Head Legal & Company Secretary  
ACS No.14065

Place: Mumbai  
Date: August 31, 2023

**Registered Office:**

iThink Techno Campus,  
Jolly Board Tower D, Ground Floor  
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