



PRAXIS HOME RETAIL LIMITED

(formerly known as Praxis Home Retail Private Limited)

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

Tel. No.: +91 22 7106 8031; Fax No.: +91 22 7106 8032; CIN: U52100MH2011PLC212866

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

NOTICE

NOTICE is hereby given that the Seventh Annual General Meeting of the Members of Praxis Home Retail Limited will be held at Sunville Banquet & Conference, 9, Dr. Annie Besant Road, Siddharth Nagar, Worli, Mumbai – 400018, on Tuesday, the 18th day of September, 2018 at 10:30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon;
2. To consider and approve the continued appointment of M/s. Pathak H.D. & Associates, Chartered Accountants as the Statutory Auditors of the Company for their remaining tenure without ratification.

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

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) and in partial modification of the resolution passed by the Members of the Company at the 6th Annual General Meeting (AGM) of the Company held on 21st September, 2017, the appointment of M/s. Pathak H.D. & Associates, Chartered Accountants (Firm Registration No. 107783W) as Statutory Auditors of the Company for a period of five years commencing from the conclusion of 6th AGM till the conclusion of 11th AGM of the Company be continued for the said term, without seeking any further ratification of the Members of the Company for their appointment as

Statutory Auditors till the conclusion of their tenure and that the Board of Directors of the Company, be and is hereby authorised to fix their remuneration for the said period in addition to reimbursement of actual out of pocket expenses as may be incurred by them in the performance of their duties.”

SPECIAL BUSINESS:

3. **Appointment of Mr. Viraj Didwania as a Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Viraj Didwania (DIN: 02412474) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th October, 2017 and who holds office upto the date of the ensuing Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose the candidature of Mr. Viraj Didwania for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

4. **Approval for revision in the remuneration of Mr. Viraj Didwania, Chairman & Managing Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and

the Rules made thereunder read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government, if any, and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be imposed or prescribed by any of the Authorities while granting such approvals, permissions and sanctions, the consent of the Members of the Company, be and is hereby accorded for revision in remuneration payable to Mr. Viraj Didwania (DIN: 02412474) as the Chairman and Managing Director of the Company for a period of 3 (three) years with effect from 1st November, 2017 and that Mr. Viraj Didwania be paid remuneration of ₹ 60,00,000/- (Rupees Sixty Lakh only) per annum, for the period 1st November, 2017 to 31st March, 2018 and thereafter for the remaining tenure of the aforesaid period upto a maximum of ₹ 1,68,00,000/- (Rupees One Crore Sixty-Eight Lakh only) per annum in terms of section II of part II of Schedule V of the Companies Act, 2013 and as per the details of remuneration set out in the Statement annexed to this Notice, and shall also be entitled to the perquisites mentioned therein;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the tenure of the Chairman & Managing Director, the Company may as contemplated under the provisions of Schedule V to the Companies Act, 2013 pay to the Chairman & Managing Director, the aforesaid remuneration of ₹ 1,68,00,000/- (Rupees One Crore Sixty-Eight Lakh only) per annum, as decided by the Board of Directors (hereinafter referred to as the '**Board**' which term shall be deemed to include Nomination and Remuneration Committee or any other Committee which has been authorised by the Board to exercise the powers conferred under this resolution) from time to time as the minimum remuneration by way of salary, perquisites and other allowances and benefits, subject to receipt of the requisite approvals, if any;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to vary amend, modify and revise the remuneration payable to Chairman & Managing Director, from time to time to the extent the Board may deem appropriate, provided that such variation or increase, as the case may be, is within the overall

limits as specified in this resolution and further is subject to the limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by the Central Government or any such other competent authority and the Board, be and is hereby further authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, consider necessary, expedient or desirable, including to make necessary applications, representations with the concerned authorities and to settle any questions or doubts that may arise in relation thereto and to authorise one or more representatives of the Company to carry out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution and to execute such further deeds, documents and writings that may be considered necessary and appropriate;

RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the Members at the Extraordinary General Meeting held on 12th October, 2017 with respect to the appointment of Mr. Viraj Didwania, as the Managing Director (re-designated by the Board as Chairman and Managing Director w.e.f 12th December, 2017) shall continue to remain in full force and effect."

5. Appointment of Mr. Shrirang Sarda as Non-Executive Non-Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Shrirang Sarda (DIN: 00576667) who was appointed as an Additional Director designated as Non-Executive Non-Independent Director of the Company by the Board of Directors with effect from 12th December, 2017 on the recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of the ensuing Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act,

signifying its intention to propose the candidature of Mr. Shrirang Sarda for the Office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company to hold office with effect from 12th December, 2017; liable to retire by rotation.”

6. Appointment of Mr. Pankaj Bhargava as Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Pankaj Bhargava (DIN: 02685275) who was appointed as an Additional Director designated as Independent Director of the Company by the Board of Directors with effect from 12th December, 2017 on recommendation of the Nomination and Remuneration Committee and who holds office upto the date of the ensuing Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose the candidature of Mr. Pankaj Bhargava for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 12th December, 2017, not liable to retire by rotation.”

7. Appointment of Mr. Shantanu Shah as Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Shantanu Shah (DIN: 07012322) who was appointed as an Additional Director designated as Independent Director of the Company, by the Board of Directors with effect from

12th December, 2017, on recommendation of the Nomination and Remuneration Committee and who holds office upto the date of the ensuing Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose the candidature of Mr. Shantanu Shah for the Office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 12th December, 2017, not liable to retire by rotation.”

8. Appointment of Mr. S. Subramanian as Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. S. Subramanian (DIN: 00092215) who was appointed as an Additional Independent Director designated as Independent Director of the Company, by the Board of Directors with effect from 12th December, 2017, on recommendation of the Nomination and Remuneration Committee and who holds office upto the date of the ensuing Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose the candidature of Mr. S. Subramanian for the Office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 12th December, 2017, not liable to retire by rotation.”

9. Appointment of Ms. Sridevi Badiga as Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable

provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Sridevi Badiga (DIN: 02362997) who was appointed as an Additional Director designated as Independent Director of the Company, by the Board of Directors with effect from 12th December, 2017, on recommendation of the Nomination and Remuneration Committee and who holds office upto the date of the ensuing Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose the candidature of Ms. Sridevi Badiga for the Office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 12th December, 2017, not liable to retire by rotation."

10. Approval of Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018 and Grant of Share Based Employee Benefits thereof

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as "**SEBI SBEB Regulations**") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, including the Nomination and Remuneration / Committee which has been authorised by the Board to exercise its powers for implementation and management of

Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018, including the powers, conferred by this resolution), approval and consent of the Shareholders of the Company ("**Shareholders**") be and is hereby accorded to the '**Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018**' - (hereinafter referred to as "**Praxis SVAR Plan - 2018**" / "**Plan**") and to the Board to create, offer and grant from time to time upto 9,75,000 (Nine Lakh Seventy-Five Thousand) Employee Stock Options ("**ESOPs**") / cash or equity-settled Stock Appreciation Rights ("**SARs**"), exercisable into not exceeding 9,75,000 (Nine Lakh Seventy-Five Thousand) equity shares of the Company of ₹ 5/- (Rupees Five) each, being not exceeding in aggregate 3.96% (Three point Nine Six percent) of the paid-up equity share capital of the Company as on the date of passing the resolution, to the permanent employees including Directors of the Company (other than Promoter(s) or belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), whether whole time or otherwise, whether working in India or out of India (hereinafter referred to as an "**Employee(s)**"), as may be decided solely by the Board under the Plan, exercisable into not more than 9,75,000 (Nine Lakh Seventy-Five Thousand) fully paid-up Equity Shares in the Company in aggregate of face value of ₹ 5/- (Rupees Five) each either directly or through an "**Employee Welfare Trust**" (herein after referred to as "**Trust**"), to be set-up by the Company, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations;

RESOLVED FURTHER THAT the benefits of **Praxis SVAR Plan - 2018** as mentioned above, be also extended to the Employee(s) of any existing and future subsidiary company(ies) of the Company whether in or outside India;

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified;

RESOLVED FURTHER THAT the Board for this purpose, be and is hereby further authorised to issue and allot equity shares upon exercise of ESOPs/ SARs from time to time in accordance with the **Praxis SVAR Plan - 2018** and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company;

RESOLVED FURTHER THAT the number of ESOPs/ SARs, that may be granted to the Employee(s), in any financial year and in aggregate under the **Plan** shall be less than 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/ undertaking or other re-organisation, and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders ("**Additional Shares**"), the ceiling as aforesaid of 9,75,000 (Nine Lakh Seventy-Five Thousand) Equity Shares to be issued and allotted pursuant to exercise of ESOPs/ SARs shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment;

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees / SAR grantees under the Plan should automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 5/- (Rupees Five) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees/ SAR grantees;

RESOLVED FURTHER THAT the Board, be and is hereby also authorised at any time to modify, change, vary, alter, amend, suspend or terminate the **Praxis SVAR Plan - 2018** subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of

the Shareholders and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the **Praxis SVAR Plan - 2018** and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the **Praxis SVAR Plan - 2018**;

RESOLVED FURTHER THAT the Board, be and is hereby also authorised to take necessary steps for listing of the equity shares allotted under the **Praxis SVAR Plan - 2018** on the Stock Exchanges, where the equity shares of the Company are being listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable laws, guidelines, rules and regulations;

RESOLVED FURTHER THAT the Board be and is hereby further authorised to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing the Trust to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of **Praxis SVAR Plan - 2018** as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard;

RESOLVED FURTHER THAT the Board, be and is hereby also authorised to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution."

11. Grant of Employee Stock Options / Share Value Appreciation Rights to the Employees of the Subsidiary Company(ies), if any, of the Company under Praxis Home Retail Limited Share Value Appreciation Rights, Plan – 2018

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as **“SEBI SBEB Regulations”**) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which has been authorised by the Board to exercise its powers for implementation and management of **Praxis Home Retail Limited Share Value Appreciation Rights, Plan 2018** including the powers, conferred by this resolution), approval and consent of the Shareholders of the Company (**“the Shareholders”**) be and is hereby accorded to create, offer and grant from time to time upto 9,75,000 (Nine Lakh Seventy-Five Thousand) Employee Stock Options (**“ESOPs”**) / cash or equity settled Stock Appreciation Rights (**“SARs”**), exercisable into not exceeding 9,75,000 (Nine Lakh Seventy-Five Thousand) equity shares of the Company of ₹ 5/- (Rupees Five) each, within the overall ceiling of 9,75,000 (Nine Lakh Seventy-Five Thousand) equity shares as specified in a separate Resolution to be approved by the Shareholders of the Company in this Annual General Meeting, being not exceeding 3.96% (Three point Nine Six percent) of the paid-up equity share capital of the Company as on the date of passing the resolution, to the permanent employees

including Directors of the Company (other than Promoter(s) or belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), whether whole time or otherwise, whether working in India or out of India of any existing and future subsidiary company(ies) of the Company whether in India or outside India (hereinafter referred to as an **“Employee(s)”**), as may be decided solely by the Board under the **‘Praxis Home Retail Limited Share Value Appreciation Rights, Plan 2018’** hereinafter referred to as **“Praxis SVAR Plan - 2018” / “Plan”**, exercisable into not more than 9,75,000 (Nine Lakh Seventy-Five Thousand) fully paid-up equity shares in the Company, in aggregate of face value of ₹ 5/- (Rupees Five) each, either directly or through an **“Employee Welfare Trust”** (hereinafter referred to as **“Trust”**), to be set up by the Company at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board, in accordance with the provisions of the **Praxis SVAR Plan - 2018**, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations;

RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified;

RESOLVED FURTHER THAT the Board for this purpose, be and is hereby further authorised to issue and allot equity shares upon exercise of ESOPs /equity-settled SARs from time to time in accordance with the Plan and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company;

RESOLVED FURTHER THAT the number of ESOPs/ equity-settled SARs that may be granted to the Employee(s), of the subsidiary company(ies) in any financial year and in aggregate under the Plan shall be less than 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/ undertaking or other re-organisation, and others, if any additional Equity Shares are required to be issued

by the Company to the Shareholders (“**Additional Shares**”), the ceiling as aforesaid of 9,75,000 (Nine Lakh Seventy-Five Thousand) Equity Shares to be issued and allotted pursuant to exercise of ESOPs / equity-settled SARs shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment;

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees / SAR grantees under the **Plan** shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 5/- (Rupees Five) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Option grantees / SAR grantees.

RESOLVED FURTHER THAT the Board, be and is hereby also authorised at any time to modify, change, vary, alter, amend, suspend or terminate the **Praxis SVAR Plan - 2018** subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the **Praxis SVAR Plan - 2018** and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the **Praxis SVAR Plan – 2018**;

RESOLVED FURTHER THAT the Board, be and is hereby further authorised to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorising or directing the Trust to appoint Merchant Bankers, Brokers, Solicitors,

Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of **Praxis SVAR Plan - 2018** as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard;

RESOLVED FURTHER THAT the Board, be and is hereby also authorised to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution.”

12. Grant of Employee Stock Options/Share Value Appreciation Rights, to the Employees of Company and that of the Subsidiary Company(ies) (if any) by way of secondary acquisition under Praxis Home Retail Limited Share Value Appreciation Rights, Plan – 2018

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

“**RESOLVED THAT** pursuant to the applicable provisions, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as “**SEBI SBEB Regulations**”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee,

which has been authorised by the Board to exercise its powers, including the powers, conferred by this resolution), further pursuant to the approval and consent of the Shareholders of the Company (“Shareholders”) accorded to **Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018** - (hereinafter referred to as “**Praxis SVAR Plan - 2018**” / “**Plan**”) for creation, offer and grant from time to time upto 9,75,000 (Nine Lakh Seventy-Five Thousand) Employee Stock Options (“**ESOPs**”) / Cash or equity-settled Stock Appreciation Rights (“**SARs**”) exercisable into not exceeding 9,75,000 (Nine Lakh Seventy-Five Thousand) equity shares of the Company of ₹ 5/- (Rupees Five) each, being not exceeding in aggregate 3.96% (Three point Nine Six percent) of the paid-up equity share capital of the Company as on the date of passing the resolution, respect of the eligible employees and Directors of the Company and its subsidiaries (hereinafter referred to as an “**Employee(s)**”) vide Resolution No. 10 and 11 of this Annual General Meeting Notice dated 28th May, 2018 further approval and consent of the Shareholders of the Company, be and is hereby accorded for secondary acquisition of shares for implementation of Plan upto the fullest extent of limits prescribed hereunder and those under the SEBI SBEB Regulations as may be decided solely by the Board under the Plan, exercisable into not more than 9,75,000 (Nine Lakh Seventy-Five Thousand) fully paid-up equity shares in the Company in aggregate of face value of ₹ 5/- (Rupees Five) each through an “**Employee Welfare Trust**” (herein after referred to as “**Trust**”) to be set-up by the Company, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board subject to however that secondary acquisition by the Trust in any financial year shall not exceed 2% (Two Percent) of the paid-up equity capital as at the end of the previous financial year, more particularly, in accordance with the provisions of the **Plan**, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations;

RESOLVED FURTHER THAT in the event of expansion of share capital of the Company arising due to any corporate action(s), including by way of preferential allotment of shares or qualified institutions placement, the limits set hereunder prescribed for secondary acquisition shall accordingly apply

to such increased capital, in proportion of such expanded share capital, subject to however that, the Company shall adhere to the prescribed limits under sub-regulation (11) of Regulation 3 of the SEBI SBEB Regulations;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company to the Shareholders (“**Additional Shares**”), the ceiling as aforesaid of 9,75,000 (Nine Lakh Seventy-Five Thousand) Equity Shares to be issued and allotted pursuant to exercise of ESOPs /equity-settled SARs shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment;

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees / SAR grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 5/- (Rupees Five) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Option grantees / SAR grantees;

RESOLVED FURTHER THAT the Board, be and is hereby also authorised at any time to modify, change, vary, alter, amend, suspend or terminate the **Praxis SVAR Plan-2018** subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the **Praxis SVAR PLAN-2018** and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the **Praxis SVAR Plan-2018**;

RESOLVED FURTHER THAT the Board, be and is hereby further authorised to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorising or directing the Trust to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of **Praxis SVAR Plan-2018** as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard;

RESOLVED FURTHER THAT the Board, be and is hereby also authorised to nominate and appoint one or more person(s) to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution."

13. Approval of the Trust Route for Implementation of 'Praxis Home Retail Limited Share Value Appreciation Rights, Plan- 2018 ("Praxis SVAR Plan - 2018" / "Plan")

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time

to time (hereinafter referred to as "**SEBI SBEB Regulations**") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which has been authorised by the Board to exercise its powers, including the powers, conferred by this resolution), approval and consent of the Shareholders of the Company ("**Shareholders**") be and is hereby accorded to the Board to implement **Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018** (hereinafter referred to as "**Praxis SVAR Plan - 2018**" / "**Plan**") through an "**Employee Welfare Trust**" (hereinafter referred to as "**Trust**") and the Trust to subscribe, acquire, purchase, hold and deal in equity shares of the Company for the purpose of implementation of **Praxis SVAR Plan - 2018** or any other Employee Stock Plan or Share Based Employee Benefit Plan which may be introduced by the Company from time to time, (hereinafter referred to as "**Employees Benefit Plan**"), or for any other purpose(s) as contemplated herein and in due compliance with the provisions of the SEBI SBEB Regulations, the Companies Act, 2013 (including rules framed thereunder) and other applicable laws and regulations;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the **Praxis SVAR Plan - 2018**;

RESOLVED FURTHER THAT the Board, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the Shareholders and the Board, be and is hereby further authorised to nominate one or more representatives of the Company to execute such further deeds, documents and writings that

may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution.”

14. Approve Provision of Money by the Company for Purchase of its own Shares by the Trust/Trustees for the Benefit of Employees under Praxis Home Retail Limited Share Value Appreciation Rights Plan – 2018 (“Praxis SVAR Plan - 2018” / “Plan”)

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b), 67 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (hereinafter referred to as **“SEBI SBEB Regulations”**), Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time (hereinafter referred to as **“Companies Rules”**) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which has been authorised by the Board to exercise its powers, including the powers, conferred by this resolution), consent of the Shareholders of the Company be and is hereby accorded to the Board to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to, the **“Employee Welfare Trust”** (hereinafter referred to as **“Trust”**) set-up or to be set up by the Company in one or more tranches not exceeding 5% (Five percent) of the aggregate of the paid-up equity share capital and Free Reserves for the purpose of subscription and/or purchase of equity shares of the Company by the Trust/ Trustees, in one or more tranches, subject to the ceiling of equity shares as may be prescribed

under **Praxis Home Retail Limited Share Value Appreciation Rights, Plan 2018** (hereinafter referred to as **“Praxis SVAR Plan - 2018” / “Plan”**) or any other Employee Stock Option Plan or Share Based Employee Benefit Plan which may be introduced by the Company from time to time (hereinafter referred to as **“Employee Benefit Plan(s)”**) with a view to deal in such equity shares in line with contemplated objectives of the Plan or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI SBEB Regulations, the **“Companies Rules”** and other applicable laws and regulations;

RESOLVED FURTHER THAT any loan provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the **Praxis SVAR Plan – 2018** and or Employee Benefit Plan(s) as the case may be, subject to exercise price being paid by the employees on exercise of ESOPs / equity-settled SARs under the respective Employee Benefit Plan;

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake transactions as permitted by SEBI SBEB Regulations;

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares held by such Trust;

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange(s), the Shareholding of the Trust shall be shown as non-promoter and non-public shareholding;

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, Companies Rules and all other applicable laws at all times in connection with dealing with the equity shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all such acts, deeds and things as may be necessary or expedient and also authorised to nominate and appoint one or more person(s) to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution.”

15. Approval for entering into Related Party Transaction(s) for the financial year 2018-19

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Listing Agreement(s) executed with the Stock Exchanges (as amended from time to time), consent of the Shareholders of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”, which term shall deemed to include Audit Committee of the Board or any Director or Official of the Company), to enter into following related party transaction with related party and to the extent of maximum amounts for the financial year 2018-19 as stated against respective nature of transaction mentioned herein below:

Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Related	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Nature, Material Terms, Monetary value and particulars of the contract or arrangement ₹ in Lakh	Any other information relevant or important for the Members to take decision on the Proposed resolution
Rent & CAM Expenses	Future Lifestyles Fashions Limited	Not Applicable	Group Company. There is no common director.	6,140.00	The transaction has been reviewed by the Audit Committee and is in ordinary course of business and arms' length pricing has been established.
Payment for rent of Assets / Lease Rental	Future Enterprises Limited	Not Applicable	Group Company. There is no common director.	3,000.00	The renting / leasing transactions and other transactions has been reviewed by the Audit Committee and in ordinary course of business and arms' length pricing has been established.
Deposit for use of Assets / Lease Deposits				12,500.00	
Sale of Goods and Services				4,000.00	
Sale of Goods and Services (including Rent,CAM and others)	Future Retail Limited	No Director related to the transaction with the Related Party.	Ms. Sridevi Badiga is the Common Director of the Company and Future Retail Limited.	15,000.00	The transaction has been reviewed by the Audit Committee and is in ordinary course of business and arms' length pricing has been established.
Purchase of Goods & Services (including Rent,CAM and others)				15,000.00	
Availing of transportation, C&F and warehousing services.	Future Supply Chain Solutions Limited	Not Applicable	Group Company. There is no common director.	9,500.00	The transaction has been reviewed by the Audit Committee and is in ordinary course of business and arms' length pricing has been established.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the Shareholders of the Company, including without limitation, negotiation, finalizing and executing necessary agreements, undertakings, memorandum, deeds, documents and such other papers or writings as may be deemed necessary or expedient in its own discretion and in the best interest of the Company and to delegate all or any of its powers herein conferred to the Committee of Directors and / or any Director(s) / Officer(s) of the Company, to give effect to this resolution.”

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in aggregate not more than 10% (Ten percent) of the total share capital of the Company. Proxies submitted on behalf of corporate Members must be supported by an appropriate resolution/authority, as applicable.
2. A Member holding more than 10% (Ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder(s).
3. Proxy in the prescribed Form No. MGT – 11 as enclosed herewith, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 (Forty Eight) hours before the commencement of the Seventh Annual General Meeting (“AGM”).
4. The Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, along with other Statutory Registers as required under the provisions of Act, will be available for inspection by the Members at the AGM.
6. The Company has fixed 12th September, 2018 as the **Record Date** for the purpose of the AGM.
7. Members can avail themselves of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail themselves of this facility may send their nominations in the prescribed Form No. SH-13 duly filled in to the Company’s Registrar & Transfer Agents (R & T Agents). Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
8. The Securities and Exchange Board of India (“SEBI”) has made it mandatory for all companies to use the bank account details furnished by the Depositories for any payment (including dividend) through Electronic Clearing Service (“ECS”) to investors. In the absence of ECS facility, companies shall mandatorily print the bank account details of the investors on such payment instruments. Members are encouraged to avail ECS facility and requested to update bank account details in the prescribed form to their respective Depository Participant(s) and/or the Company’s R & T Agents.
9. Electronic copy of the Annual Report for financial year 2017-18 and the Notice of the AGM of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for hard copies of the same. For Members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent in the permitted mode.
10. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic form.

11. Members may also note that the Notice of this AGM and the Annual Report for financial year 2017-18, will also be available on the Company's website www.praxisretail.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (09:00 am to 05:00 pm) on all working days (excluding Saturdays) upto and including the date of the AGM of the Company. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the Members may also send requests to the Company's investor relations e-mail id : investorrelations@praxisretail.in
12. Members are requested to send their queries with regard to the Accounts at least 7 (Seven) days in advance to the Registered Office of the Company.
13. Members/Proxies are requested to bring the Attendance Slips duly filled in and copy of the Annual Report to the Meeting.
14. Voting through electronic means
- I. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI) as amended from time to time, the Company is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the businesses may be transacted through e-voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited ("NSDL").
 - II. The facility for voting through Polling Paper shall be made available at the meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 15th September, 2018 (9:00 am IST) and ends on 17th September, 2018 (5:00 pm IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of 12th September, 2018, may cast their vote by remote e-voting. 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.
 - V. **The details of the process and manner for remote e-voting is explained herein below:**
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:
Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2 : Cast your vote electronically on NSDL e-Voting system.
Details on Step 1 is mentioned below:
 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 'Shareholders' section.
 3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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, your 'initial password' is communicated to you on your postal address.

- 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 Scrutinizer by e-mail to **ngvg@rediffmail.com** with a copy marked to **evoting@nsdl.co.in**.
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 Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Limited, Trade World, 'A' Wing, Fourth Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, or at the designated e-mail id: pallavid@nsdl.co.in / evoting@nsdl.co.in or at telephone no. +91 22 2499 4545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the e-mail id: investorrelations@praxisretail.in.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut-off date of 12th September, 2018.
- IX. Any person, who acquires Equity Shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the Cut-off date i.e. 12th September, 2018, may obtain the User-ID and Password by sending a request at **evoting@nsdl.co.in** or to Issuer/R & T Agents. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free no.: 1800-222-990.
- X. A Member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Polling Paper.
- XII. Mr. Anant Gude (Membership No. 7219/ CP No. 18623), Proprietor - Mr. Anant Gude M/s. Anant Gude & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting conducted through Polling Paper at the AGM in a fair and transparent manner.
- XIII. The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Polling Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company and shall make, not later than 48 (Forty-Eight) hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the Report of the Scrutinizer shall be placed on the website of the Company at www.praxisretail.in and on the website of NSDL after the declaration of result by the Chairperson or a person authorised by him in writing. The Results shall also be communicated to BSE Limited and National Stock Exchange of India Limited.
15. Pursuant to Section 113 of the Act and Rules framed thereunder, the Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution or Power of Attorney, if any, authorising their representative(s) to attend and vote, on their behalf, at the AGM.
16. Members are requested to send all communications to our R & T Agents at the following address:
- Link Intime India Private Limited**
C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai – 400 083
- Tel. No.: +91 22 4918 6000; Fax No.: +91 22 4918 6060.
E-mail: rnt.helpdesk@linkintime.co.in
17. Ratification of Appointment of Auditors M/s. Pathak H.D. & Associates, Chartered Accountants (Firm Registration No. 107783W) were appointed as the Statutory Auditors of the Company at the Sixth Annual General Meeting held on 21st September, 2017 for a period of five years from the conclusion of the Sixth Annual General Meeting till the conclusion of the Eleventh Annual General Meeting of the Company. However, pursuant to the first proviso to Section 139(1) of the Act, their appointment was subject to ratification by the Members in every Annual General Meeting during the said term.
- The above mentioned proviso was omitted by Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs with effect from 7th May, 2018. Therefore, in light of the said amendment, the continued appointment of M/s. Pathak H. D. & Associates, Chartered Accountants as Statutory Auditors for the aforesaid term of five years, without seeking any further ratification of the Members of the Company is set out at item no. 2 of this AGM Notice.
18. All documents referred to in the accompanying Notice, shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days between (excluding Saturdays & holidays) upto and including date of the Seventh AGM of the Company.
19. The route map to the AGM venue is given herein. The prominent landmark near the venue is Atria Mall, Worli, Mumbai.

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

Smita Chowdhury
Company Secretary & Compliance Officer

Place: Mumbai
Date : 28th May, 2018

Registered Office:
Praxis Home Retail Limited
(CIN: U52100MH2011PLC212866)
iThink Techno Campus, Jolly Board Tower D, Ground Floor,
Kanjurmarg (East), Mumbai- 400042.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Appointment of Mr. Viraj Didwania as a Director of the Company

The Board of Directors of the Company appointed Mr. Viraj Didwania as an Additional Director designated as Managing Director of the Company with effect from 12th October, 2017, subject to approval of the Members at the ensuing Annual General Meeting ("AGM").

In terms of Section 161 of the Companies Act, 2013 ("the Act"), Mr. Viraj Didwania, holds office up to the date of the AGM of the Company. The Company has received a notice from a Member signifying its intention to propose the candidature of Mr. Viraj Didwania for the Office of Director of the Company at the AGM.

Mr. Viraj Didwania has provided a confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given consent to act as a Director of the Company.

A brief profile and additional information as required to be provided pursuant to the requirements of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of the Appointee, is provided in the **Annexure A** to this Notice and forms part of the Statement.

Your Directors recommends the Ordinary Resolution as set out at Item No. 3 of this Notice for the approval of the Members of the Company. His appointment shall be liable to retire by rotation.

Except Mr. Viraj Didwania himself and his relatives to the extent of their shareholdings in the Company, if any, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

ITEM NO. 4

Approval for revision in remuneration of Mr. Viraj Didwania as Chairman & Managing Director

Mr. Viraj Didwania has been appointed as Managing Director of the Company w.e.f. 12th October, 2017 by the Board in the Board Meeting and members of the Company at their Extraordinary General Meeting, both held on 12th October, 2017 without any remuneration.

Further the Board of Directors at its Meeting held on 12th December, 2017, pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members and Central Government (if any), had approved the revision in

remuneration payable to Mr. Viraj Didwania w.e.f. 1st November, 2017, and re-designated him as Chairman & Managing Director of the Company on the terms and conditions as proposed in the Resolution at Item No. 4 of this Notice.

The Board considers that appointment of Mr. Viraj Didwania would be of immense benefit to the Company and it is desirable to avail his services as Chairman and Managing Director. In terms of the provisions of Section 152(6) of the Act, Mr. Viraj Didwania shall be liable to retire by rotation.

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

Mr. Viraj Didwania is also entitled for perquisites as mentioned herein below:

- **Perquisites:** Subject to overall ceiling as aforesaid, the Chairman & Managing Director shall have liberty to opt for such other allowances, perquisites and incentives as he deems fit including medical reimbursement, leave travel concession for self and family, club fees, use of Company provided cars and such other allowances, benefits, amenities and facilities, etc., as per the Company's Rules or as may be agreed to between the Board of Directors and the Chairman & Managing Director;
- The Chairman & Managing Director will also be a member of the Group Medical and Personal Accident Insurance policies of the Company;
- In addition to the perquisites referred above, he will also be eligible to the following perquisites, 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 at a rate not exceeding half a month's salary for each completed year of service;
 - » Encashment of leave at the end of the tenure; and

Reimbursement of expenses incurred for the business of the Company.

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 such Rules.

With his experience in retail sector and his contribution in overall growth and expansion of the Group, his role as Chairman & Managing Director would be very crucial for the overall growth and achieving profitability in the Company.

As required under the provisions of the Act, approval of the Members is being sought for the revision in remuneration payable to Mr. Viraj Didwania as Chairman & Managing Director of the Company for the tenure of appointment during the financial year 2017-18, and thereafter for remaining tenure as mentioned in Item No. 4 of this Notice. Accordingly, your Directors recommend the Special Resolution as set out in this Notice for the approval of the Members of the Company.

Further, pursuant to the Scheme of Arrangement, various adjustments were made with respect to the vesting of the Home Retail Business Undertaking of Future Retail Limited (FRL) and e-Commerce Home Retail Business Undertaking of Bluerock eServices Private Limited ('BSPL'). During the financial year 2017-18, the Company did not have any profits, and as per the provisions of section 197 of Companies Act, 2013, in case of absence or inadequacy of profits, the Company shall not pay any managerial remuneration without the approval of the members in the General Meeting and Central Government, if applicable. However, the Company had the exemption given under of Section III of part II of Schedule V of Companies Act, 2013, according to which a Company for a period of seven years from the date of incorporation can pay managerial remuneration in case of no profit or inadequate profit without the approval of Central Government.

The above mentioned exemption expired on 31st January, 2018 as the Company was incorporated on 31st January, 2011.

Further post expiry of exemption on 31st January, 2018, as per para (A) of Section II of part II of Schedule V of Companies Act, 2013, since the effective capital as on 31st March, 2017 was negative, Mr. Viraj Didwania was paid the minimum remuneration as per Schedule V of the Companies Act, 2013 for the month February and March 2018.

The Nomination and Remuneration Committee had reviewed the performance of Mr. Viraj Didwania and recommended revision in remuneration payable to him for the remaining tenure as mentioned in Item No. 4 of this Notice and thought it fit to revise the remuneration for the key responsibilities including substantial powers of management of the affairs of the Company, general control of the business of the Company

fulfilled efficiently by Chairman & Managing Director subject to the supervision of the Board of Directors and his persistent endeavour to promote the interests and welfare of the Company. Further, this remuneration shall be reviewed and revised by the Board of Directors on recommendation by the Nomination and Remuneration Committee for the financial year 2019-20, in case the Company earns adequate profits, subject to the approval of the shareholders of the Company.

The break-up of Remuneration proposed to Mr. Viraj Didwania is as follows:

Particulars	Proposed Remuneration (in ₹)
Basic	38,00,004
HRA	19,00,008
Allowance	1,07,88,996
Sub-Total (excluding Employers provident fund)	1,64,89,008
Commission	--
Total	1,64,89,008

Mr. Viraj Didwania does not hold managerial position of any other public company. Hence, the aforesaid remuneration shall be in compliance with the provisions of Section V of part II of Schedule V to the Companies Act, 2013

The Board recommends the Special Resolution as set out at Item No. 4 in this Notice for the approval of the Members of the Company.

Except Mr. Viraj Didwania himself and his relatives to the extent of their shareholdings in the Company, if any, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

ITEM NO. 5

Appointment of Mr. Shrirang Sarda as a Non-Executive Non-Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Shrirang Sarada as an Additional Director designated as Non-Executive Non-Independent Director of the Company with effect from 12th December, 2017, subject to approval of the Members at the ensuing Annual General Meeting ("AGM").

In terms of Section 161 of the Companies Act, 2013 ("the Act"), Mr. Shrirang Sarda, holds office up to the date of the ensuing AGM of the Company. The Company has received a notice from a Member signifying its intention to propose the candidature of Mr. Shrirang Sarda for the Office of Director of the Company at the AGM.

Mr. Shrirang Sarda has provided a confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given consent to act as a Director of the Company.

A brief profile and additional information as required to be provided pursuant to the requirements of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of the Appointee, is provided in the **Annexure A** to this Notice and forms part of the Statement.

The Board considers that appointment of Mr. Shrirang Sarda would be of immense benefit to the Company and it is desirable to avail his services as a Non-Executive Non-Independent Director. In terms of the provisions of Section 152(6) of the Act, Mr. Shrirang Sarda shall be liable to retire by rotation.

Your Directors recommends the Ordinary Resolution as set out in this Notice for the approval of the Members of the Company.

Except Mr. Shrirang Sarda, being an appointee, 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 passing of the proposed Resolution.

ITEM NO. 6

Appointment of Mr. Pankaj Bhargava as an Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Pankaj Bhargava as an Additional Director designated as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 12th December, 2017, subject to approval of the Members at the ensuing Annual General Meeting ("AGM").

In terms of Section 161 of the Companies Act, 2013 ("the Act"), Mr. Pankaj Bhargava, holds office up to the date of the ensuing AGM of the Company. The Company has received a notice from a Member signifying its intention to propose the candidature of Mr. Pankaj Bhargava for the Office of Director of the Company at the AGM.

Mr. Pankaj Bhargava has provided a confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given consent to act as a Director of the Company. He has also given a declaration that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Board is also of the opinion that

Mr. Pankaj Bhargava is independent of the Management of the Company.

A brief profile and additional information as required to be provided pursuant to the requirements of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of the Appointee, is provided in the **Annexure A** to this Notice and forms part of the Statement.

The Board considers that appointment of Mr. Pankaj Bhargava would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. In terms of the provisions of Section 149(13) of the Act, Mr. Pankaj Bhargava shall not be liable to retire by rotation.

Your Directors recommends the Ordinary Resolution as set out at Item No. 6 of this Notice for the approval of the Members of the Company.

Except Mr. Pankaj Bhargava, being an appointee, 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 passing of the proposed Resolution.

ITEM NO. 7

Appointment of Mr. Shantanu Shah as an Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Shantanu Shah as an Additional Director designated as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from December 12, 2017, subject to approval of the Members at the ensuing Annual General Meeting ("AGM").

In terms of Section 161 of the Companies Act, 2013 ("the Act"), Mr. Shantanu Shah, holds office up to the date of the ensuing AGM of the Company. The Company has received a notice from a Member signifying its intention to propose the candidature of Mr. Shantanu Shah for the Office of Director of the Company at the AGM.

Mr. Shantanu Shah has provided a confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given consent to act as a Director of the Company. He has also given a declaration that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Board is also of the opinion that Mr. Shantanu Shah is independent of the Management of the Company.

A brief profile and additional information as required to be provided pursuant to the requirements of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of the Appointee, is provided in the **Annexure A** to this Notice and forms part of the Statement.

The Board considers that appointment of Mr. Shantanu Shah would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. In terms of the provisions of Section 149(13) of the Act, Mr. Shantanu Shah shall not be liable to retire by rotation.

Your Directors recommends the Ordinary Resolution as set out at Item No. 7 of this Notice for the approval of the Members of the Company.

Except Mr. Shantanu Shah, being an appointee, 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 passing of the proposed Resolution.

ITEM NO. 8

Appointment of Mr. S. Subramanian as an Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. S. Subramanian as an Additional Director designated as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 12th December, 2017, subject to approval of the Members at the ensuing Annual General Meeting ("AGM").

In terms of Section 161 of the Companies Act, 2013 ("the Act"), Mr. S. Subramanian, holds office up to the date of the ensuing AGM of the Company. The Company has received a notice from a Member signifying its intention to propose the candidature of Mr. S. Subramanian for the Office of Director of the Company at the AGM.

Mr. S. Subramanian has provided a confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given consent to act as a Director of the Company. He has also given a declaration that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Board is also of the opinion that Mr. S. Subramanian is independent of the Management of the Company.

A brief profile and additional information as required to be provided pursuant to the requirements of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of the Appointee, is provided in the **Annexure A** to this Notice and forms part of the Statement.

The Board considers that appointment of Mr. S. Subramanian would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. In terms of the provisions of Section 149(13) of the Act, Mr. S. Subramanian shall not be liable to retire by rotation.

Your Directors recommends the Ordinary Resolution as set out at Item No. 8 of this Notice for the approval of the Members of the Company.

Except Mr. S. Subramanian, being an appointee, 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 passing of the proposed Resolution.

ITEM NO. 9

Appointment of Ms. Sridevi Badiga as an Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Ms. Sridevi Badiga as an Additional Director designated as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 12th December, 2017, subject to approval of the Members at the ensuing Annual General Meeting ("AGM").

In terms of Section 161 of the Companies Act, 2013 ("the Act"), Ms. Sridevi Badiga, holds office up to the date of the ensuing AGM of the Company. The Company has received a notice from a Member signifying its intention to propose the candidature of Ms. Sridevi Badiga for the Office of Director of the Company at the AGM.

Ms. Sridevi Badiga has provided a confirmation that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given consent to act as a Director of the Company. She has also given a declaration that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Board is also of the opinion that Ms. Sridevi Badiga is independent of the Management of the Company.

A brief profile and additional information as required to be provided pursuant to the requirements of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of the Appointee, is provided in the **Annexure A** to this Notice and forms part of the Statement.

The Board considers that appointment of Ms. Sridevi Badiga would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director. In terms of the provisions of Section 149(13) of the Act, Ms. Sridevi Badiga shall not be liable to retire by rotation.

Your Directors recommends the Ordinary Resolution as set out at Item No. 9 of this Notice for the approval of the Members of the Company.

Except Ms. Sridevi Badiga, being an appointee, 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 passing of the proposed Resolution.

ITEM NO. 10, 11 & 12

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/ plan. Your Company believes in rewarding its employees including Directors of the Company as well as that of the Subsidiary company(ies), if any in future. The Company intends to implement **Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018** ("**Praxis SVAR PLAN - 2018**" / "**Plan**"). to align the employees to the target of achieving a growing shareholders' value and to retain high performing employees. with the Company and its Subsidiary company(ies) if any, by rewarding their performance and motivating them to contribute to the overall corporate growth and profitability.

The Company seeks approval of the Shareholders in respect of **Praxis SVAR Plan - 2018** and for Grant of Stock Options (ESOPs) /Cash or equity-settled Stock Appreciation Rights (SARs) to the eligible employees/ Directors of the Company, that of its Subsidiary company(ies), if any, as may be decided by Board and / or the Nomination and Remuneration Committee ("**Committee**") from time to time in due compliance with Companies, Act, 2013 (including rules framed thereunder), SEBI SBEB Regulations and other applicable laws and regulations.

The main features of the '**Praxis SVAR Plan-2018**' are as under:

1. Total number of ESOPs / equity-settled SARs to be granted:

9,75,000 (Nine Lakh Seventy-Five Thousand) ESOPs / equity-settled SARs would be available for grant to the eligible employees of the Company and / or eligible employees of the Subsidiary company(ies), if any, in aggregate under **Praxis SVAR Plan - 2018**, in one or more tranches exercisable into not exceeding 3.96% (Three point Nine Six percent) equity shares in aggregate in the Company of face value of ₹ 5/- (Rupees Five) each fully paid-up. Vested Options lapsed due to non-exercise and/or unvested Options that get cancelled due to resignation / termination of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorised to re-grant such lapsed / cancelled options as per the provisions of **Praxis SVAR Plan - 2018**. The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the ESOPs / Cash or equity-settled SARs granted. Accordingly, if any additional equity shares are required to be issued pursuant to any corporate action(s), the above ceiling of Options or equity shares shall be deemed to increase in proportion of such additional equity shares issued subject to compliance of the SEBI SBEB Regulations.

2. Identification of classes of employees entitled to participate in Praxis SVAR Plan - 2018

Following class / classes of employees are entitled to participate in **Praxis SVAR Plan - 2018**:

- a) Permanent employees of the Company working with the Company or on deputation with any other company in India or out of India;
- b) Directors of the Company; and
- c) Permanent employees and Directors of the Subsidiary company(ies) / working with respective subsidiary company or on deputation with any other company.

Following class / classes of employees are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013.

3. Transferability of Employee Stock Options:

The ESOPs / equity-settled SARs granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee / SAR grantee, the right to exercise all the Options granted to him till such date shall be transferred to his legal heirs or nominees within the period as may be prescribed under **Praxis SVAR Plan - 2018**.

4. Requirements of vesting and period of vesting:

The ESOPs / equity-settled SARs granted shall vest in accordance with the terms of each grant under the **Praxis SVAR Plan - 2018**, so long as an employee continues to be in the employment of the Company or the subsidiary company, if any, as the case may be. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such ESOPs / equity-settled SARs would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1 year.

5. Maximum period within which the Options shall be vested:

Options/ equity-settled SARs granted under **Praxis SVAR Plan - 2018** would vest in accordance with the terms of the each grant, subject to maximum period of 5 years from the date of grant of such ESOPs / equity-settled SARs.

6. Exercise price or pricing formula:

The exercise price per ESOPs / equity-settled SARs shall be determined by the Board in accordance the SEBI SBEB Regulations but shall not be less than face value per equity share at any point of time during tenure of the plan. The Committee can give cashless exercise of ESOPs / equity-settled SARs, if required, to the employees and shall provide necessary procedures and/or mechanism for exercising such options subject to applicable laws, rules and regulations.

7. Exercise period and the process of Exercise:

The vested ESOPs / equity-settled SARs shall be allowed for exercise on and from the date of vesting. The vested ESOPs / equity-settled SARs need to be exercised within a maximum period of 5 years from the date of vesting of such ESOPs / equity-settled SAR. The vested ESOPs / SARs shall be exercisable by the employees by a written application to the Trust or Company expressing his / her desire to exercise such ESOPs / equity-settled SARs in such manner and on such format as may be prescribed by the Trust/Committee from time to time.

The ESOPs / equity-settled SARs shall lapse if not exercised within the specified exercise period. In case of cashless system of exercise of vested Options, the Committee shall be entitled to specify such procedures and/or mechanisms for the Shares to be dealt with thereon as may be necessary and the same shall be binding on the Option grantees / SAR grantees.

8. Appraisal process for determining the eligibility of employees under Praxis SVAR Plan - 2018:

The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time.

The employees would be granted ESOPs / Cash or equity-settled SARs under the **Praxis SVAR Plan – 2018** based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Committee from time to time.

9. Maximum number of ESOPs / SARs to be issued per employee and in aggregate:

The number of ESOPs / equity-settled SARs that may be granted to any specific employee of the Company or of its subsidiary company(ies) under the Plan, in any financial year and in aggregate under the **Praxis SVAR Plan – 2018** shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company.

10. Maximum quantum of benefits to be provided per employee

The maximum quantum of benefit that will accrue to every eligible employee shall be in accordance with the respective grant made by the Board and will be settled in the form of ESOPs / Cash or equity-settled SARs.

11. Implementation or Administration of Praxis SVAR Plan – 2018

The **Praxis SVAR Plan – 2018** shall be implemented and administered directly by the Company or its trust.

12. The amount of loan to be provided for implementation of the Praxis SVAR Plan – 2018 by the Company to the trust, its tenure, utilization, repayment terms, etc.

As may be prescribed by the Board of Directors from time to time.

13. Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the trust for the purposes of the Praxis SVAR Plan – 2018

As specified in the **Praxis SVAR Plan – 2018** subject to the limit specified under SEBI SBEB Regulations.

14. Accounting and Disclosure Policies:

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

15. Method of Option Valuation:

To calculate the employee compensation cost, the Company shall use the Fair Value method for valuation of the ESOPs / Cash or equity-settled SARs granted.

16. New issue of Shares by the Company or secondary acquisition by the trust or both

The Board shall decide on exploring the option for issuance of shares upon exercise, either by way of primary issue or by way of secondary acquisition, subject however to adherence with applicable laws and regulations as prevailing and in force from time to time.

In terms of provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 consent of the Shareholders is being sought by way of a Special Resolution(s) set out at Item No. 10, 11 & 12 of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned in the aforesaid Special Resolution(s), except to the extent of their entitlements, if any.

Your Directors recommend the Special Resolution(s) proposed at Item No. 10, 11 & 12 of this Notice for your approval.

ITEM NO. 13

The Company intends to implement **Praxis Home Retail Limited Share Value Appreciation Rights, Plan 2018 ("Praxis SVAR Plan - 2018"/ "Plan")** with a view to attract and retain key talents working with the Company and its Subsidiary company(ies), if any. Your Company contemplates implementation of the Plan through an **"Employee Welfare Trust" ("Trust")** route with a view to efficiently manage the Plan and if required to enable cashless exercise of vested options. **Praxis SVAR Plan - 2018** envisages primary issue of shares and through Trust, 9,75,000 (Nine Lakh Seventy-Five Thousand) equity shares within the term of the Plan. The Company also contemplates to manage any future employee stock option plan or share based employee benefit plan which may be introduced from time to time through trust route.

The Board of Directors of the Company have approved **Praxis SVAR Plan - 2018**, envisaging aforesaid number of equity shares.

In term of the provisions of relevant regulation of the SEBI SBEB Regulations, the consent of the Shareholders is being sought by way of a Special Resolution set out at Item No. 13 of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned in the aforesaid Special Resolution, except to the extent of their entitlements, if any.

Your Directors recommend the Special Resolution proposed at Item No. 13 of this Notice for your approval.

ITEM NO. 14

The Company intends to implement **Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018 ("Praxis SVAR Plan - 2018")** with a view to attract and retain key talents working with the Company and its Subsidiary company(ies), if any, by primary issue of shares and/or secondary acquisition through Trust route for its implementation. The SEBI SBEB Regulations govern share based employee benefit schemes / plans being implemented by a Company. These Regulations permits Trust route in Plan implementation.

The Board passed a resolution to set-up an Employee Welfare Trust namely **Praxis Home Retail Limited - "Employees Welfare Trust" ("Trust")** and approved the proposal for sanction of loan by the Company to the Trust. This proposed amount of loan is within the statutory limit of 5% of the aggregate of paid-up share capital and free reserves, as prescribed under SEBI SBEB Regulations read with Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 (**"Companies Rules"**).

Particulars in respect of the Trust:

a) The class/classes of employees for whose benefit the Plan is being implemented and money is being provided for purchase and subscription of the shares:

The Plan will be implemented and money will be provided for purchase and subscription of shares for the benefit of employees within the meaning of the Plan. The class/ classes of employees who are eligible subject to selection by the Board and / or the Nomination and Remuneration Committee (**"Committee"**) are as under:

- i. Permanent employees of the Company working with the Company or on deputation with any other company in India or out of India;
- ii. Directors of the Company; and
- iii. Permanent employees and Directors of the Subsidiary company(ies) / working with respective subsidiary company or on deputation with any other company.

Following class/classes of employees are not eligible:

- i. an employee who is a Promoter or belongs to the Promoter Group;
- ii. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- iii. an Independent Director within the meaning of the Companies Act, 2013.

b) The particulars of the Trustee or employees in whose favour such shares are to be registered:

It is contemplated that one or more of the designated Trustees shall acquire and hold the Shares in due compliance of the relevant provisions of SEBI SBEB Regulations and other applicable provisions. The Trustees shall transfer the Shares in favour of the employees on exercise of the Employee Stock Options (ESOPs) / Stock Appreciation Rights (SARs) after realisation of exercise price and applicable income tax.

c) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

An Irrevocable Trust in the nature of an Employee Welfare Trust is proposed to be set-up with the name Praxis Home Retail Limited - Employees Welfare Trust having its registered office at iThink Techno Campus, Jolly Board Tower D, Ground Floor, Kanjurmarg (East), Mumbai – 400 042, Maharashtra

Particulars of the Trustees being appointed :

The Trustee(s) would be appointed by the Board and / or the Committee duly authorised by the shareholders thereof and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI SBEB Regulations.

A person shall not be appointed as a trustee to hold such shares, if he (a) is a director, key managerial personnel or promoter of the company or its subsidiary or associate company or any relative of such director, key managerial personnel or promoter; or (b) beneficially holds 10% (Ten percent) or more of the paid-up share capital of the Company.

d) Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:

Promoters are not eligible to be covered under the Plan. However, key managerial personnel, directors may be

covered or interested under the Plan but only to the extent of ESOPs / equity-settled SARs as may granted to them, if any, under the Scheme / Trust and in due compliance with the SEBI SBEB Regulations.

e) The detailed particulars of benefits which will accrue to the employees from the implementation of the Plan:

The eligible employees shall be granted ESOPs / equity-settled SARs under the Plan which would vest subject to vesting conditions prescribed by the Committee or Board. After vesting and on exercise of the ESOPs / equity-settled SARs, the Trust / Trustees shall transfer applicable number of Equity Shares to the employees. The employees may deal in the shares by way of selling /holding or otherwise deal in their absolute discretion subject to applicable laws and regulations immediately after exercise or may hold and sell after a definite period of time at his/ her discretion. The employees would get the benefit on sale of shares depending on sale price of such Shares. In case of cashless system of exercise of vested ESOPs / equity-settled SARs, the Committee shall be entitled to specify such procedures and/or mechanisms for the equity shares to be dealt with thereon as may be necessary and the same shall be binding on the ESOPs / equity-settled SARs grantees.

f) The details about who would exercise and how the voting rights in respect of the shares to be purchased under the Plan would be exercised:

As per SEBI SBEB Regulations, the Trustees shall not vote in respect of equity shares held in the Trust. In these circumstances, the voting rights can be exercised by an employee only when the equity shares are transferred to them after due process of exercise of ESOPs / equity-settled SARs.

In term of the provisions of relevant regulation of the SEBI SBEB Regulations read with Rule 16 of the Companies Rules, consent of the Shareholders is being sought by way of a Special Resolution set out at Item No. 14 of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or in the Trust or the aforesaid Special Resolution, except to the extent of their entitlements, if any.

Your Directors recommend the Special Resolution proposed at Item No. 14 of this Notice for your approval.

ITEM NO. 15

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”) provides for obtaining approval of the Shareholders for entering into material related party transactions as provided therein. Further, in terms of the provisions of Section 188(1) of the Companies Act, 2013 read with Rules framed thereunder, for entering into related party transactions where the transaction value exceed the thresholds prescribed, prior approval of the Shareholders by way of an Ordinary Resolution is required.

Accordingly, in terms of the provisions of the SEBI Regulations and the Companies Act, 2013, approval of the Shareholders of the Company is being sought by way of an Ordinary Resolution set out at Item No. 15 of this Notice.

Pursuant to the requirements prescribed under the Companies (Meetings of the Board and its Powers) Rules, 2014, as amended from time to time, the details in relation to the transactions with related parties, is as under:

Nature of Transactions as per Section 188 of the Companies Act, 2013	Name of the Related	Name of Director or Key Managerial Personnel who is related, if any	Nature of Relationship	Nature, Material Terms, Monetary value and particulars of the contract or arrangement ₹ in Lakh	Any other information relevant or important for the Members to take decision on the Proposed resolution
Rent & CAM Expenses	Future Lifestyles Fashions Limited	Not Applicable	Group Company. There is no common director.	6,140.00	The transaction has been reviewed by the Audit Committee and is in ordinary course of business and arms’ length pricing has been established.
Payment for rent of Assets / Lease Rental	Future Enterprises Limited	Not Applicable	Group Company. There is no common director.	3,000.00	The renting / leasing transactions and other transactions has been reviewed by the Audit Committee and in ordinary course of business and arms’ length pricing has been established.
Deposit for use of Assets / Lease Deposits				12,500.00	
Sale of Goods and Services				4,000.00	
Sale of Goods and Services (including Rent,CAM and others)	Future Retail Limited	No Director related to the transaction with the Related Party.	Ms. Sridevi Badiga is the Common Director of the Company and Future Retail Limited.	15,000.00	The transaction has been reviewed by the Audit Committee and is in ordinary course of business and arms’ length pricing has been established.
Purchase of Goods & Services (including Rent,CAM and others)				15,000.00	
Availing of transportation, C&F and warehousing services.	Future Supply Chain Solutions Limited	Not Applicable	Group Company. There is no common director.	9,500.00	The transaction has been reviewed by the Audit Committee and is in ordinary course of business and arms’ length pricing has been established.

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 15 of the Notice shall be entitled to vote on this Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the aforesaid Ordinary Resolution set out at Item No. 15 of this Notice, save and except to the extent of their Directorship / Shareholding, if any, in the entity mentioned in the said Resolution.

Your Directors recommend the Ordinary Resolution proposed at Item No. 15 of this Notice for your approval.

ANNEXURE A – FOR ITEM NOS. 3 TO 9 OF THE NOTICE
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.

Name of the Director	Mr. Viraj Didwania	Mr. Shrirang Sarda	Mr. Pankaj Bhargava	Mr. Shantanu Shah	Mr. S Subramanian	Ms. Sridevi Badiga
DIN	0241247 4	00576667	02885275	07012322	00092215	02362997
Date of Birth	April 04, 1982	May 01, 1972	April 20, 1966	March 01, 1982	December 15, 1949	October 05, 1971
Age	36 years	46 years	52 years	36 years	68 years	46 years
Date of first appointment on the Board	October 12, 2017	December 12, 2017	December 12, 2017	December 12, 2017	December 12, 2017	December 12, 2017
Qualifications	Graduated with dual majors in Commerce from the Business School and Economics from the University of Virginia in 2004	Commerce graduate from BYK College of Commerce and MBA from Simon Business School, University of Rochester in 1996	Chemical Engineering graduate from IIT Bombay in 1987 & completed his post graduation (PGDM) with a dual specialization in HR from IIM Calcutta in 1991	Masters in Computer Engineering degree from Cornell University, New York in 2006 and Bachelor's in Computer Engineering degree from University of Pune in 2003. Certificate course from Stanford Graduate School of Business for Entrepreneurial Studies.	Post Graduate Naval Architect from University of London	BBA in Accounting from Hofstra University in New York. MBA from the Kellogg School of Management in Chicago.
Experience and Expertise in Specific Functional Area	Mr. Viraj Didwania has been associated with our Company since October 2017. He has years of experience in investment banking, M&A transactions, capital raising activities etc. His responsibilities include leading the operations team, growth, governance and financial prudence in the business of the Company subject to the supervision of the Board of Directors and endeavour to promote the interests and welfare of the Company. Previously, he worked as a consultant for Ernst and Young (from Aug 2004 to Sep 2005) and as an investment banker with Morgan Stanley, both in New	Mr. Shrirang Sarda joined the Sarda Group family business in 1996 and played a key role in diversifying the Sarda family's Bidi business. He was instrumental in establishing a world-class dairy farm, Sarda Farms, and setting up its last mile distribution for chilled milk. He pioneered Yogi Ayurvedic Products Private Ltd. a leading GMP certified company engaged in manufacturing Ayurvedic products. He oversaw the launch of Apple Country, Manali, one of the highest-occupied hotels of Manali. As Director of TLC Relationship Pvt. Ltd. (a leading CRM services company for the hospitality vertical), led the technology aspect for CRM services. He developed Nashik's first shopping centre, 'The Zone', integrating Retail, Entertainment and	Mr. Pankaj Bhargava is one of the founders and Director of COE Creators International Private Limited, an enterprise focused on strategic consulting in enabling organizations to grow. He worked with Marico Limited for 16 years from 1991-2007 in Human Resources. His last assignment at Marico was Chief – Human Resources. Pankaj was involved in partnering the growth of Marico by building a strong culture of meritocracy, openness, innovation & people development that enabled growth of business. On leaving Marico, he started People Builders in 2007 (that has now merged with COE Creators) & has since then worked with over 85 organizations over the last 10 years facilitating their growth through strategic	Mr. Shantanu Shah is the Founder, Director and Chief Technical Officer of Bewgle, Inc. which is building Artificial Intelligence technologies for online shopping companies. The company is funded by SAP, one of the largest software organizations in the world, and the prestigious Techstars accelerator. Bewgle has business interests in India and Europe. Prior to founding this company, Mr. Shantanu Shah worked as a Senior Software Engineer and Tech Lead for Google, Inc in New York City, USA from 2006-2012 and Bangalore, India from 2012-2015. During his employment at Google, Mr. Shantanu has won the prestigious OC Award (the highest award given to individual employees at that time) for his innovative work in Google Search and Google Maps. He was instrumental in conceiving and launching OneToday, a social good	Mr. S. Subramanian served in the Indian Navy as a Naval Architect for 20 years designing and building Indigenous warships till 1994. Thereafter, he was a director of Tebma shipyards, designing and building off shore vessels, till 2006. He set up his consultancy firm Ska Marine services in 2007 and offered specialist design services to Ship Building Industry group, focusing on Management and Materials Management for leading Indian Shipyards. He is also a specialist Enterprise Planning Consultant.	Ms. Sridevi Badiga runs a cross-border advisory practice working closely with a network of family offices and institutional investors in the Middle East. She has worked on various strategic cross-border deals in Kuwait, Bahrain, Qatar and Dubai, primarily in Investment Banking. She is currently a Director on the Board of Future Retail Limited, India's largest retailer by square footage. Sridevi was an Investment Banker with JPMorgan in New York and Hong Kong in the Power and Infrastructure group, focusing on transactions in Thailand and the Philippines. She was a part of Gap Inc.'s Corporate Finance team based in San Francisco where she managed Gap Inc.'s \$1 billion foreign

York City (from Sep 2005 to Aug 2008). At Morgan Stanley, he was involved in headline making M&A transactions and capital raising activities mainly for companies in the Metals and Mining space as well as some transactions in the Consumer and Retail space. He also has four years experience in managing silver wholesale trading business in India.	Leisure to attract national retailers to the city. He is the Chairman of 'City Center Mall Pvt. Ltd.', a 5,50,000 sq. ft. shopping center in Nashik integrating retail, entertainment and food, which intends to create a world-class digital customer experience. He is the Chairman of Shreelekha Nagar Sahakari Adhikosh Ltd., a micro-finance society for over 12,000 women. Also involved in various non-profit and CSR activities. He aspires to enrich social sensibilities across the Sarda Group.	interventions & long term partnering. He is the only certified ToP facilitator in India. Using the ToP approach to facilitation (an approach developed by Institute of Cultural Affairs over 50 years back), he has facilitated organizations across various sectors (corporate, academic & social) and across various countries in South East Asia, South Asia & Middle East.	initiative by Google. He has also led technical teams in Google Docs and Emerging Markets areas. Mr Shantanu is a practitioner of meditation since 2003 and is also a teacher of the Art of Living Foundation (an educational and humanitarian NGO operating in 154 countries). He has successfully led major campaigns for the organization such as the "Take A Breath DC" and "Smile Campaign" conducted in Washington DC involving over 3000 participants.	exchange hedging program; conducted a series valuation exercises of brands including Gap, Banana Republic and Old Navy; evaluated financing strategies to support Gap Inc.'s international expansion in Europe & Asia.
As per the resolution at Item No. 3 & 4 of the Notice read with Statement thereto.	As per the resolution at Item No. 5 of the Notice read with Statement thereto.	As per the resolution at Item No. 6 of the Notice read with Statement thereto	As per the resolution at Item No. 7 of the Notice read with Statement thereto	As per the resolution at Item No. 8 of the Notice read with Statement thereto
5	2	2	2	2
None	None	None	None	Future Retail Limited
None	None	RAL Consumer Products Limited	None	None
None	None	None	None	None
Nil	Nil	Nil	500 Equity Shares (0.0020%)	Nil
None	None	None	None	None

Note : For further details related to remuneration drawn and proposed, please refer to Board's Report, Corporate Governance Report forming part of the Annual Report and the resolutions proposed in the Notice.

ANNEXURE B – FOR ITEM NO. 4 OF THE NOTICE

(Information / Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder):

I. General Information

1.	Nature of Industry	:	The Company is engaged in Retail Business and operates on pan India basis.
2.	Date or expected date 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 of the Company based on given indicators :

(₹ in Lakh)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016
Paid up Share Capital	1,231.66	5.00	1.00
Total Turnover	38,054.06	665.23	0.00
Profit / (Loss) before tax	(277.55)	(2021.64)	0.08
Net Profit / (Loss) after tax	(199.10)	(2,006.02)	0.08
EPS – Basic and Diluted (in ₹)	(2.67)	(12,602.35)	(0.76)

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.

II. Information about the Appointee:

Particulars	Mr. Viraj Didwania
Background details	Mr. Viraj Didwania holds a Graduate Degree with dual majors in Commerce from the Business School and Economics from the University of Virginia in 2004. He has been associated with our Company since October 2017. He has years of experience in investment banking, M&A transactions, capital raising activities etc. His responsibilities include leading the management and operations team, growth, governance and financial prudence in the business of the Company subject to the supervision of the Board of Directors and endeavour to promote the interests and welfare of the Company. Previously, he worked as a consultant for Ernst and Young (from Aug 2004 to Sep 2005) and as an investment banker with Morgan Stanley, both in New York City (from Sep 2005 to Aug 2008). At Morgan Stanley, he was involved in headline making M&A transactions and capital raising activities mainly for companies in the Metals and Mining space as well as some transactions in the Consumer and Retail space. He also has four years experience in managing silver wholesale trading business in India.
Recognition and Awards	The Recognition and Awards received are not relevant with respect to the Retail Industry
Past Remuneration	The Remuneration received in the financial year 2017-18 was the minimum remuneration as per Schedule V of the Companies Act, 2013, which was paid pro-rata from 1 st November, 2017 to 31 st March, 2018.
Job profile and his suitability	Chairman & Managing Director holds executive position for business responsibilities including substantial powers of management of the affairs of the Company, general control of the business of the Company subject to the supervision of the Board of Directors and shall endeavour to promote the interests and welfare of the Company. Mr. Viraj Didwania brings with him rich work experience as a Consultant for Ernst and Young and as an investment banker with Morgan Stanley, and was involved in M&A transactions and capital raising activities and also has experience in the Consumer and Retail Space. His varied experiences summed with his excellent educational background, and he being at helm of affairs, shall help the Company to achieve the goals set and new heights of success.
Remuneration proposed	As mentioned in the resolution and statement annexed.

Comparative remuneration profile with respect to industry, size of company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>The size of the retail industry in India has increased manifold during the past several years reaching to multi billions in terms of sales and revenues.</p> <p>Pursuant to the Scheme of Arrangement between Future Retail Limited ('FRL') and Bluerock eServices Private Limited ('BSPL') and Praxis Home Retail Limited ('PHRL' or 'Resulting Company') and their respective Shareholders under Sections 230 to 232 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 ("the Scheme"), and upon the Scheme becoming effective on 20th November, 2017, the Home Retail Business Undertaking of FRL and Home e-Commerce Retail Business Undertaking of Bluerock is now vested with the Company with effect from Appointed Dates (1st August, 2017 for FRL and 15th April, 2016 for BSPL). The Chairman & Managing Director is responsible for operations and management of these business undertakings post Effective Date.</p> <p>Considering the experience, qualifications and knowledge of Mr. Viraj Didwania and his responsibilities in the Company the Board of Directors consider the proposed remuneration to be in line with the industry norms, size of the Company and the segment into which the Company carries on its business.</p>
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Viraj Didwania is the Son-in-Law of Mr. Kishore Biyani, Promoter of the Company and Spouse of Ms. Ashni Kishore Biyani who forms part of the Promoter Group of the Company. At present he 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.

III. Other information:

1. Reasons of loss or inadequate profits:

During the financial year 2017-18, the Company had incurred losses due various initiatives of the Company to improve sales and optimise costs to improve profitability in the forthcoming years. Also in the forthcoming financial years, the management expects that keeping in mind the improvement in overall economy, the business of the Company will improve subject to internal and external risks.

2. Steps taken or proposed to be taken for improvement:

Under the leadership and guidance of Mr. Viraj Didwania the Company has undertaken various initiatives to improve its 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.

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.

The Management is hopeful that the above steps shall result in the improvement of the Company's business in the forthcoming years.

3. 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.

IV. 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 Chairman & Managing Director is provided in respective resolutions and statements as provided above.

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

Place: Mumbai
Date : 28th May, 2018

Smita Chowdhury
Company Secretary & Compliance Officer

Registered Office:

Praxis Home Retail Limited
(CIN: U52100MH2011PLC212866)

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

Route Map



Address-

Sunville Banquet & Conference,
9, Dr. Annie Besant Road, Siddharth Nagar,
Worli, Mumbai – 400018.

Directions..

1. **From Worli Sea link** - Take left below Love Groove flyover, enter 1st building.
2. **Prabhadevi** - After Worli Naka, take 'U' turn under Love Groove flyover, 1st building on your left.
3. **Haji Ali** - Take the road below after Atria mall, cross the signal below flyover, 1st building on your left.
4. **Mahalaxmi** - Take left at Worli Naka, take 'U' turn under Love Groove flyover, 1st building on left.



PRAXIS HOME RETAIL LIMITED

(formerly known as Praxis Home Retail Private Limited)

Regd. Off.: iThink Techno Campus, Jolly Board Tower D, Ground Floor Kanjurmarg (East), Mumbai-400 042.

Tel. No.: +91 22 7106 8031; Fax No.: +91 22 7106 8032; CIN: U52100MH2011PLC212866

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

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio no. / Client ID:	
DP ID:	

I/ We, being the Member(s) of Shares of the above named Company, hereby appoint:

- (1) Name: _____ Address _____
Email Id: _____ Signature _____ of failing him;
- (2) Name: _____ Address _____
Email Id: _____ Signature _____ of failing him;
- (3) Name: _____ Address _____
Email Id: _____ Signature _____ of failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventh Annual General Meeting of the Company to be held at Sunville Banquet & Conference, 9, Dr. Annie Besant Road, Siddharth Nagar, Worli, Mumbai – 400018, on Tuesday, 18th September, 2018 at 10.30 a.m. and at any adjournment thereof in respect of such Resolutions as are indicated below:

Sr. No.	Resolution	Optional*	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31 st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.		
2	To approve the continued appointment of M/s. Pathak H.D. & Associates, Chartered Accountants as the Statutory Auditors of the Company		
Special Business			
3	Appointment of Mr. Viraj Didwania as a Director of the Company		
4	Approval for revision in remuneration of Mr. Viraj Didwania as Chairman & Managing Director of the Company		
5	Appointment of Mr. Shrirang Sarda as Non-Executive Non-Independent Director of the Company		
6	Appointment of Mr. Pankaj Bhargava as Independent Director of the Company		
7	Appointment of Mr. Shantanu Shah as Independent Director of the Company		
8	Appointment of Mr. S. Subramanian as a Independent Director of the Company		
9	Appointment of Ms. Sridevi Badiga as a Independent Director of the Company		
10	Approval of Praxis Share Value Appreciation Rights, Plan - 2018 and Grant of Share Based Employee Benefits thereof		
11	Grant of Employee Stock Options / Share Value Appreciation Rights to the Employees of the Subsidiary Company(ies), if any, of the Company under Praxis Home Retail Limited Share Value Appreciation Rights, Plan – 2018		
12	Grant of Employee Stock Options/Share Value Appreciation Rights, to the Employees of Company and that of the Subsidiary Company(ies) (if any) by way of secondary acquisition under Praxis Home Retail Limited Share Value Appreciation Rights, Plan – 2018		
13	Approval of the Trust Route for Implementation of 'Praxis Home Retail Limited Share Value Appreciation Rights, Plan- 2018 ("Praxis SVAR Plan - 2018" / "Plan")		
14	Approve Provision of Money by the Company for Purchase of its own Shares by the Trust/Trustees for the Benefit of Employees under Praxis Home Retail Limited Share Value Appreciation Rights Plan – 2018 ("Praxis SVAR Plan - 2018" / "Plan")		
15	Approval for entering into Related Party Transaction(s) for the financial year 2018-19		

Signed this day of 2018.

Revenue Stamp of Re.1/-

Signature of Proxy Holder(s)

Signature of Member(s)

Notes:

* It is optional to indicate your preference in the appropriate column. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.